

**ALLCHURCHES TRUST LIMITED**

**Company No. 1043742**

**CERTIFIED COPY OF A SPECIAL RESOLUTION PASSED ON 8<sup>TH</sup> JULY 2015**

At the Annual General Meeting of Allchurches Trust Limited held at Fishmongers' Hall, London Bridge, London, EC4R 9EL on Wednesday, 8<sup>th</sup> July 2015 at 12 15pm, the following resolution was passed as a Special Resolution

THAT, having received the consent of the Charity Commission to the inclusion of Articles 63-69, the Articles of Association produced to the meeting and initialled by the Chairman of the meeting for the purpose of identification be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association

For and on behalf of  
**Allchurches Trust Limited**



Rachael J Hall  
Company Secretary



Certified as a true  
and correct copy of  
the Articles of Association

*N. Hall*

Mrs R J Hall  
Company Secretary

Company No 1043742  
Charity No 263960

**THE COMPANIES ACT 2006**

**COMPANY LIMITED BY GUARANTEE  
ARTICLES OF ASSOCIATION**

**OF**

**ALLCHURCHES TRUST LIMITED**

---

**ARTICLES OF ASSOCIATION**

---

**FARRER & Co**

## Table of Contents

Name	1
Registered Office	1
Objects	1
Powers	1
Liability of Members and Guarantee	5
Members	6
General Meetings	6
Notice of General Meetings	7
Proceedings at General Meetings	7
Directors	11
Expenses	11
Borrowing Powers	11
Powers and Duties of Directors	12
Disqualification of Directors	13
Rotation of Directors	13
Proceedings of Directors	14
Validity of Acts	15
Written Resolutions	15
Benefits to the Members and Directors	16
Declarations of Interest	17
Conflict of Interest	18
Secretary	18
The Seal	18
Accounts	18
Notices	19
Indemnity	20
Dissolution	20
Interpretation	21

**THE COMPANIES ACT 2006**

**COMPANY LIMITED BY GUARANTEE  
ARTICLES OF ASSOCIATION  
OF  
ALLCHURCHES TRUST LIMITED**

**NAME**

- 1 The name of the Company is "ALLCHURCHES TRUST LIMITED"

**REGISTERED OFFICE**

- 2 The registered office of the Company will be situate in England

**OBJECTS**

- 3 The objects for which the Company is established are
- 3 1 to promote the Christian Religion
- 3 2 to contribute to the funds of any charitable institutions associations funds or objects and to carry out any charitable purpose

**POWERS**

- 4 In furtherance of the objects of the Company but not otherwise the Company shall have the following powers -
- 4 1 To take, or otherwise acquire (whether for cash or any other consideration including securities other than shares of the Company) and hold shares in any other company having objects altogether or in part similar to those of this Company, or carrying on business capable of being conducted so as directly or indirectly by its profits or otherwise to benefit this Company and for such purpose to make offers to or concur

in any scheme or arrangement involving the shareholders generally of such other company

- 4 2 To take any gift or loan of property, whether subject to any special trust or not, for any one or more of the objects of the Company
- 4 3 To take such steps by personal or written appeals, public meetings, or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Company in the shape of donations, annual subscriptions, or otherwise
- 4 4 To enter into any funding or other arrangement with any government or any other authority (municipal, local or otherwise) and to obtain from such government or authority any rights, concessions, privileges, licences and permits
- 4 5 To raise funds (but not by means of carrying on a trade or business on a continuing basis for the principal purpose of raising funds and not for the purpose of actually carrying out the Objects, and the profits of which are liable to tax)
- 4 6 To purchase, take on lease or in exchange, hire or otherwise acquire any real and personal estate which may be deemed necessary or convenient for any of the purposes of the Company
- 4 7 To construct, maintain, and alter any houses, buildings, or works necessary or convenient for the purposes of the Company
- 4 8 To sell, improve, manage, develop, lease, mortgage, dispose of, or otherwise deal with all or any part of the property of the Company
- 4 9 To acquire and hold either in the name of the Company or in that of any nominee shares, stocks, debentures, debenture stock, bonds, notes, obligations and securities issued or guaranteed by any company wherever incorporated or carrying on business and debentures, debenture stock, bonds, notes, obligations and securities issued or guaranteed by any government, sovereign ruler, commissioners, public body or authority, supreme, dependent, municipal, local or otherwise in any part of the world
- 4 10 To acquire any such shares, stock, debentures, debentures, debenture stock, bonds, notes, obligations, or securities by original subscription, contract, tender, purchase, exchange, underwriting, participation in syndicates or otherwise, and whether or not

fully paid up, and to subscribe for the same subject to such terms and conditions (if any) as may be thought fit

- 4 11 To exercise and enforce all rights and powers conferred by or incident to the ownership of any such shares, stock obligations or other securities including without prejudice to the generality of the foregoing all such powers of veto or control as may be conferred by virtue of the holding by the Company of some special proportion of the issued or nominal amount thereof and to provide managerial and other executive, supervisory and consultant services for or in relation to any company in which the Company is interested upon such terms as may be thought fit
- 4 12 To borrow money and give security for loans (but only in accordance with the restrictions imposed by the Charities Acts 2006)
- 4 13 To raise and borrow money by and to acquire any real or personal property in consideration of the issue of loan stock, debentures, debenture stock, bonds, obligations, deposit notes, and otherwise howsoever and to underwrite any such issue and to invest the money so raised and borrowed
- 4 14 To make grants or loans of money and to give guarantees
- 4 15 To vary the investments of the Company
- 4 16 To mortgage or charge all or any part of the property and rights of the Company
- 4 17 To make advances upon, hold in trust, issue on commission, sell or dispose of any of the investments aforesaid, and to act as agent for any of the above or the like purposes
- 4 18 To set aside funds for special purposes or as reserves against future expenditure
- 4 19 To print and publish any newspapers, periodicals, books or leaflets that the Company may think desirable for the promotion of its objects
- 4 20 To provide advice
- 4 21 To undertake and execute any trusts which may further all or any of the objects of the Company
- 4 22 To promote or carry out research

- 4 23 Subject to Articles 63 to 69, to employ officers, employees and workers and to engage consultants, advisers, agents and volunteers
- 4 24 To make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their widows and other dependants
- 4 25 To enter into contracts to provide services to or on behalf of other bodies
- 4 26 To promote, establish and support, and to aid in the establishment and support of, any other charitable companies, institutions, societies, trusts or associations formed for all or any of the objects of this Company
- 4 27 To amalgamate with any charitable companies, institutions, societies, trusts or associations having objects altogether or in part similar to those of this Company
- 4 28 To cooperate or collaborate with other bodies and engage in joint ventures
- 4 29 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, trusts or associations with which this Company is authorised to amalgamate
- 4 30 To transfer all or any part of the property, assets, liabilities and engagements of this Company to any one or more of the charitable companies, institutions, societies, trusts or associations with which this Company is authorised to amalgamate
- 4 31 To insure the property of the Charity against any foreseeable risk and take out other insurance policies to protect the Charity when required
- 4 32 To provide indemnity insurance for the directors or any other officer of the Company in relation to any such liability as is mentioned in Article 4 31 1, but subject to the restrictions specified in Article 4 32 2

4 32 1 The liabilities referred to above are

- (a) any liability that by virtue of any rule of law would otherwise attach to a director of a company in respect of any negligence, default breach of duty or breach of trust of which he or she may be guilty in relation to the Company,

- (b) the liability to make a contribution to the Company's assets as specified in section 214 of the Insolvency Act 1986 (wrongful trading)

4 32 2 (a) The following liabilities are excluded from Article 4 32 1(a)

- (i) fines imposed in criminal proceedings or penalties incurred as a result of non-compliance with regulatory requirements,
- (ii) costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud, dishonesty or wilful or reckless misconduct of the Director or other officer,
- (iii) liabilities to the Company that result from conduct that the Director or other officer knew or must be assumed to have known was not in the best interests of the Company or about which the person concerned did not care whether it was in the best interest of the Company or not,

- (b) There is excluded from Article 4 32 1(b) any liability to make such a contribution where the basis of the Director's liability is his or her knowledge prior to the insolvent liquidation of the Company (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Company would avoid going into insolvent liquidation

4 33 To sell all or any part of the property or assets of the Company for such consideration as the Company may think fit

4 34 To do all such other lawful things as will further the attainment of all or any of the objects of the Company

#### **LIABILITY OF MEMBERS AND GUARANTEE**

5 The liability of the members is limited

6 Every member of the company undertakes to contribute to the assets of the Company, 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 Company contracted before he ceases to be a member, and of the costs, charges, and expenses of winding up, and for the adjustment of the rights of the



contributories among themselves, such amount as may be required not exceeding one pound

## **MEMBERS**

- 7 The number of members with which the Company proposes to be registered is 50, but the directors may from time to time register an increase of members
- 8 The members of the Company shall be
- 8 1 the subscribers to the memorandum of association and such other individuals as the Company by ordinary resolution shall admit to membership, and
- 8 2 ex-officio, such of the directors as shall consent to be appointed as members in accordance with Article 37 1
- 9 From 8 July 2015 any person admitted to membership of the Company
- 9.1 shall serve for a term of office of five years, and
- 9 2 may, following the expiry of his term of office as a member, be reappointed to serve one further consecutive term. No member shall be entitled to serve for an aggregate number of terms exceeding ten years
- 10 Membership is not transferable and a person shall cease to be a member
- 10 1 upon his death,
- 10 2 upon a receiving order being made against him or upon his making any arrangement or composition with his creditors,
- 10 3 upon his becoming of unsound mind,
- 10 4 upon his notice in writing to the Company resigning his membership
- 11 No personal representative trustee or receiver of any member shall have any right as such to become a member or to exercise any voting or other rights of membership

## **GENERAL MEETINGS**

- 12 The Company shall in each year hold a general meeting as its annual general meeting, in addition to any other meetings in that year, and shall specify the meeting

as such in the notices calling it The annual general meeting shall be held at such time and place as the directors shall appoint

- 13 The directors may whenever they think fit, convene a general meeting

#### **NOTICE OF GENERAL MEETINGS**

14. Notice must be given for any general meeting in accordance with the Statutes
15. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting

#### **PROCEEDINGS AT GENERAL MEETINGS**

16. All business shall be deemed special that is transacted at a general meeting, with the exception of the following business if conducted at an annual general meeting: declaring a dividend, the consideration of the accounts, balance sheets and the reports of the directors and auditors, the election of directors in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the auditors (or the determination of the manner in which such remuneration is to be fixed), unless the Statutes require special notice of such resolution
- 17 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, three members present in person shall be a quorum
- 18 If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved, in any other case it 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 for the meeting the members present shall be a quorum
- 19 The Chairman, if any, of the board of directors shall preside as chairman of every general meeting of the Company, or if there is no such Chairman, or if he shall not be present within fifteen minutes, after the time appointed for the holding of the meeting or is unwilling to act the directors present shall elect one of their number to be chairman of the meeting

20 If at any meeting no director is willing to act as chairman or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be chairman of the meeting

21 The chairman of the meeting may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at any adjourned meeting.

22 At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is, (before or on the declaration of the result of the show of hands) demanded

22 1 by the chairman, or

22 2 by at least three members present in person or by proxy, or

22 3 by any member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting

Unless a poll be so demanded a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously or by a particular majority, or lost and an entry to that effect in the book containing the minutes of proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.

23 Except as provided in Article 26, if a poll is duly demanded it shall be taken in such manner as the chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

24 In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.

- 25 A poll demanded on the election of a chairman or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.
  
- 26 Subject to the provisions of the Statutes a resolution in writing proposed and passed in accordance with Chapter 2 of the 2006 Act shall be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held.
  
- 27 Every member shall have one vote.
  
- 28 No member shall be entitled to vote at any general meeting unless all monies presently payable by him to the Company have been paid.
  
- 29 On a poll or on a show of hands votes may be given either personally or by proxy.
  
- 30 Any instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing. A proxy need not be a member of the Company.
  
- 31 Any instrument appointing a proxy and the power of attorney or other authority if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Company or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting, not less than forty-eight hours before the time of holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. In calculating the periods mentioned in this Article, the directors may specify, in any case, that no account shall be taken of any part of a day that is not a working day.
  
- 32 Any instrument appointing a proxy shall be in the following form or a form as near to it as circumstances admit:

"ALL CHURCHES TRUST LIMITED

"I, \_\_\_\_\_,

"of \_\_\_\_\_,

"being a member of the above named Company, hereby appoint

"of \_\_\_\_\_ ,

"or failing him \_\_\_\_\_ ,

"of \_\_\_\_\_ ,

"as my proxy to vote for me on my behalf at the [annual] [extraordinary] general meeting of the Company to be held on the \_\_\_\_\_ day of \_\_\_\_\_ and at any adjournment thereof

SIGNED this \_\_\_\_\_ day of \_\_\_\_\_ "

33 Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit

"ALLCHURCHES TRUST LIMITED

"I \_\_\_\_\_ ,

"of \_\_\_\_\_ ,

"being a member of the above name Company, hereby appoint

"of \_\_\_\_\_ ,

"or failing him \_\_\_\_\_ ,

"of \_\_\_\_\_ ,

"as my proxy to vote for me on my behalf at the annual [extraordinary] general meeting of the Company to be held on the \_\_\_\_\_ day of \_\_\_\_\_ and at any adjournment thereof

SIGNED this \_\_\_\_\_ day of \_\_\_\_\_ "

This for is to be used in favour of the resolution

Against

Unless otherwise instructed, the proxy will vote as he thinks fit "Strike out whichever is not desired "

34 Any instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll

35 A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no limitation in writing of such death, insanity or revocation shall have been received by the Company at the office before the commencement of the meeting or adjourned meeting at which the proxy is used

### **DIRECTORS**

36 The maximum number of the directors may be determined from time to time by ordinary resolution of the members

37 Any director who is first appointed on or after 8 July 2015,

37 1 who consents to be appointed as a member shall be a member ex officio for so long as he holds office as a director,

37 2 may be re-appointed as a member in accordance with Article 9 upon ceasing to be a director Any term of office as member served by him in accordance with Article 37 1 shall not be taken into account in determining his term of office as a member for the purposes of Article 9

### **EXPENSES**

38 The directors shall be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the directors or any committee of the directors or general meetings of the Company or in connection with the business of the Company

### **BORROWING POWERS**

39 The directors may exercise all the powers of the Company to borrow money, and to mortgage or charge all or part of its undertaking and property, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any third party

## **POWERS AND DUTIES OF DIRECTORS**

- 40 The business of the Company shall be managed by the directors who may exercise all of the powers of the Company unless they are subject to any restrictions imposed by the Statutes, these Articles or regulations prescribed by the Company in general meeting provided that no such regulations shall invalidate any prior act of the directors which would have been valid if such regulations had not been made
- 41 The directors may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the directors, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the directors under these Articles) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the directors may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him
- 42 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the directors shall from time to time by resolution determine
- 43 The directors shall cause minutes to be made in books provided for the purpose
- 43 1 of all appointments of officers made by the directors,
- 43 2 of the names of the directors present at each meeting of the directors and of any committee of the directors,
- 43 3 of all resolutions and proceedings at all meetings of the Company, and of the directors and of committees of directors,
- and every director present at any meeting of directors or committee of directors shall sign his name in a book to be kept for that purpose

## **DISQUALIFICATION OF DIRECTORS**

- 44 The office of director shall be vacated if the director
- 44 1 becomes bankrupt or makes any arrangement or composition with his creditors generally, or
- 44 2 becomes prohibited from being a director by reason of the Charities Act 2006 or the Statutes, or
- 44 3 becomes of unsound mind, or
- 44 4 resigns his office by notice in writing to the Company, or
- 44 5 is directly or indirectly interested in any contract with the Company and fails to declare the nature of his interest in the manner required by the Statutes

## **ROTATION OF DIRECTORS**

45. At each annual general meeting one-third of the directors for the time being, or, if their number is not three or a multiple of three, then the number nearest one-third shall retire from office
- 46 The directors to retire in every year shall be those who have been longest in office since their last election, but as between persons directors who became directors on the same day those to retire shall (unless otherwise agree among themselves) be determined by lot
- 47 A retiring director shall be eligible for re-election.
- 48 The Company at the meeting at which a director retires may fill the vacated office by election, and in default the retiring director shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such director shall have been put to the meeting and lost
- 49 No person other than a director retiring at the meeting shall unless recommended by the directors be eligible for election to the office of director at any general meeting unless, not less than three nor more than twenty-one days before the date appointed for the meeting, there shall have been left at the registered office of the Company, notice in writing, signed by a member duly qualified to attend and vote at the meeting



for which such notice is given, of his intention to propose such person for election, and also notice in writing signed by that person of his willingness to be elected

- 50 The Company may from time to time by ordinary resolution increase or reduce the number of directors, and may also determine in what rotation the increased or reduced number is to go out of office
- 51 The directors shall have power at any time, and from time to time, to appoint any person to be a director, either to fill a casual vacancy or as an addition to the existing directors, but so that the total number of directors shall not at any time exceed the number fixed in accordance with these Articles. Any director so appointed shall hold office only until the next following annual general meeting, and shall then be eligible for re-election, but shall not be taken into account in determining the directors who are to retire by rotation at such meeting
- 52 The Company may by ordinary resolution of which special notice has been given in accordance with the 2006 Act, remove any director before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Company and such director. Such removal shall not entitle such director to any claim for damages for breach of any contract of service between him and the Company
- 53 Without prejudice to the powers of the directors under Article 52 the Company in general meeting may appoint any person to be a director to fill a casual vacancy or a vacancy created by the exercise of the power in Article 52 or as an additional director. A person appointed to fill such a vacancy shall be subject to retirement at the same time as if he had become a director on the day on which the director in whose place he is appointed was last elected a director

#### **PROCEEDINGS OF DIRECTORS**

- 54 The directors may meet together for the despatch 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 the case of an equality of votes the chairman shall have the 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, it shall not be necessary to give notice of a meeting of directors to any director for the time being absent from the United Kingdom
- 55 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

- 56 The continuing directors may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to the Articles of the Company as the necessary quorum of directors, the continuing directors or director may act for the purpose of increasing the number of directors to that number, or of summoning a general meeting of the Company, but for no other purpose
- 57 The directors may elect a chairman of their meetings 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
- 58 The directors may delegate any of their powers to committees consisting of any two or more individuals appointed by them at least one of whom shall be a director, provided that all committees must conform to any regulations imposed by the directors and all proceedings of committees must be reported to the directors
- 59 A committee may elect a chairman of its meetings, 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 members present may choose one of their number to be chairman of the meeting,
- 60 A committee may meet and adjourn as it thinks proper Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the chairman shall have a second or casting vote

#### **VALIDITY OF ACTS**

- 61 All acts done by any meeting of the directors or of a committee of directors, or by any person acting as a 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 such person had been duly appointed and was qualified to be a director

#### **WRITTEN RESOLUTIONS**

- 62 A resolution in writing, signed by all the directors for the time being entitled to receive notice of a 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

## **BENEFITS TO THE MEMBERS AND DIRECTORS**

- 63 The income and property of the Company must be applied solely towards the promotion of the objects of the Company and must not be paid or transferred directly or indirectly to the members but
- 63 1 members who are not directors may be employed by or enter into contracts with the Company and receive reasonable payment for goods, property or services supplied,
- 63 2 members (and directors) may be paid interest (at a rate not exceeding 8% per annum) on money lent to the Company,
- 63 3 members (and directors) may be paid a reasonable rent for property let to the Company, or
- 64 A director may not receive any payment of money or other material benefit (whether directly or indirectly) from the Company except
- 64 1 as mentioned in Articles 63 2, 63 3, 65, 66, 67, 68 and 81,
- 64 2 reimbursement of expenses incurred in accordance with Article 38,
- 64 3 payment to any company in which a director has no more than a 1% shareholding,
- 64 4 payment of any premium in connection with any indemnity insurance for any director provided in accordance with and subject to restrictions in Article 4 32, or
- 64 5 in exceptional cases, other payments or benefits (but only with the written approval of the Charity Commission in advance)
- 65 Subject to Article 70, any director (or person connected to a director whose remuneration might result in a director obtaining a material benefit) may enter into a contract with the Company to supply goods and services in return for a payment or other material benefit but only if
- 65 1 the goods and services are actually required by the Company,
- 65 2 any conflict of interest is authorised by Article 71, and
- 65 3 the nature and level of remuneration is no more than is reasonable in relation to the value of the goods or services and is set in accordance with the procedure in Article 71

- 66 Subject to Article 70, a member or director may
- 66 1 be appointed to and may be the holder of an office of any subsidiary of the Company or any other company in which the Company holds shares and may receive salary or fees provided that such salary or fees or other benefits in money or money's worth shall be approved by the Company in a general meeting, and
- 66.2 enter into any contract with any subsidiary of the Company or any other company in which the Company holds shares on reasonable and proper terms and in particular may enter into contracts of insurance whether with or without profits on terms substantially equivalent to those available to policyholders generally
- 67 Subject to Article 70, the Chairman may enter into a contract and receive fees, remuneration or other benefits in money or money's worth for acting as the Chairman, whether or not he is a director, provided that the procedure in Article 71 is followed whenever the terms of his or her appointment are discussed at a meeting of the board of directors
- 68 Subject to Article 70, the Chairman of any committee who is a director may enter into a contract and receive fees, remuneration or other benefits in money or money's worth for acting as Chairman of a committee provided that the procedure in Article 71 is followed whenever terms of his appointment are discussed at a meeting of the board of directors
- 69 At no time shall more than half of the directors receive payments of money or other material benefits pursuant to Articles 65, 66 1, 67 and 68 either directly or by virtue of a person connected to them

#### **DECLARATIONS OF INTEREST**

- 70 A director must declare the nature and extent of any interest, direct or indirect, which s/he has in a proposed transaction or arrangement with the Company or in any transaction or arrangement entered into by the Company which has not previously been declared. A director must absent himself or herself from any discussions of the directors in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Company and any personal interest (including, but not limited to, any personal financial interest)

### **CONFLICT OF INTEREST**

- 71 If a conflict of interests arises for a director because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in these Articles, the unconflicted directors may authorise such a conflict of interests where the following conditions apply
- 71 1 the conflicted director is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person,
- 71 2 the conflicted director does not vote on any such matter and is not to be counted when considering whether a quorum of directors is present at the meeting, and
- 71 3 the unconflicted directors consider it is in the interests of the Company to authorise the conflict of interest in the circumstances applying

### **SECRETARY**

- 72 The Secretary shall be appointed by the directors for such term, at such remuneration and upon such conditions as they may think fit, and any secretary so appointed may be removed by them

### **THE SEAL**

- 73 The directors shall provide for the safe custody of the seal, which shall only be used 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 seal shall be 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 the purpose

### **ACCOUNTS**

- 74 The accounting records shall be kept at registered office of the Company or, subject to the Statutes, at such other place or places as the directors think fit, and shall always be open to the inspection of the officers of the Company
- 75 The directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of members not being directors, and no member (not being a director) shall have any right of

inspecting any account or book or document of the Company except as conferred by statute or authorised by the directors or by the Company in general meeting

## **NOTICES**

- 76 Subject to the Articles, anything sent or supplied by or to the Company under the Articles may be sent or supplied in any way which Act provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Company
- 77 Any notice, document or other information served, sent or supplied by the Company
- 77 1 by post to an address in the UK and where the Company can show that it was properly addressed, prepaid and posted, shall be deemed to have been received 24 hours after it was posted, and in any other case at the time at which it would have been delivered in the ordinary course of the post,
- 77 2 using electronic means shall be deemed to have been received on the day on which it was sent, whether or not the Company subsequently sends a hard copy of such notice, document or information by post
- 78 Subject to the Articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being
- 79 A director may agree with the Company that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours
- 80 Notice of every general meeting shall be given in any manner set out in these Articles to
- 80 1 every member except those members who (having no registered address within the United Kingdom) have not supplied to the Company an address within the United Kingdom for the giving of notice to them, and
- 80 2 the auditor for the time being of the Company

## **INDEMNITY**

- 81 Subject to article 82, a relevant officer of the Company shall be indemnified out of the Company's assets against
- 81 1 any liability incurred by that officer in connection with any negligence, default, breach of duty or breach of trust in relation to the Company or an associated company,
- 81 2 any liability incurred by that officer in connection with the activities of the Company or an associated company in its capacity as a director of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006),
- 81 3 any other liability incurred by that officer as an officer of the Company,
- 82 Article 81 does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Act 2006 or by any other provision of law
- 83 For the purpose of these Articles 81 and 82
- 83 1 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and
- 83 2 a "relevant officer" means any director, former director or other officer of the Company (but not its auditor)

## **DISSOLUTION**

84. If upon the winding up or dissolution of the Company 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 Company, but shall be given or transferred to some other charitable institution or institutions, having objects similar to the objects of the Company, 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 Company under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Company at or before the time of dissolution, and if and so far as effect cannot be given to such provision then to some charitable object

## **INTERPRETATION**

85 In these Articles

<b>2006 Act</b>	the Companies Act 2006,
<b>Chairman</b>	any person elected to perform the duties of the chairman of the board of directors in accordance with Article 57,
<b>Objects of the Company</b>	the objects defined in Article 3,
<b>Person Connected To A Trustee</b>	<p>(a) a child, parent, grandchild, grandparent, brother or sister of a director,</p> <p>(b) the spouse or civil partner of a director or anyone falling within paragraph (a),</p> <p>(c) a person carrying on business in partnership with a director or with any person falling within paragraph (a) or (b),</p> <p>(d) an institution which is controlled by a director or by any person falling within paragraphs (a) (b) or (c) (or which is controlled by any two or more such persons when taken together),</p> <p>(e) a body corporate in which a director or any person within paragraphs (a) to (c) has a substantial interest (or in which two or more such persons, taken together, have a substantial interest)</p>
<b>Seal</b>	the common seal of the Company,
<b>Secretary</b>	any person appointed to perform the duties of the



	secretary of the Company,
<b>The Statutes</b>	the 2006 Act and every other statute, including any orders, regulations, rules or other subordinate legislation made under it, for the time being in force concerning companies and affecting the Company,
<b>United Kingdom</b>	Great Britain and Northern Ireland