

The Companies Acts, 1908, 1913, 1948, 1985 and (when in force) 2006

MEMORANDUM AND  
ARTICLES OF ASSOCIATION  
OF  
THE BATH AND WELLS DIOCESAN  
BOARD OF FINANCE  
Company Number 139557

As amended 4<sup>th</sup> April 1950, 19<sup>th</sup> March 1951, 13<sup>th</sup> April 1970, 14<sup>th</sup> May 2003  
and 18 March 2008

Incorporated the 6<sup>th</sup> day of March 1915

## **LICENCE BY THE BOARD OF TRADE**

*Pursuant to Section 20 of the Companies (Consolidation) Act, 1908.*

WHEREAS it has been proved to the Board of Trade that THE BATH AND WELLS DIOCESAN BOARD OF FINANCE which is about to be registered under the Companies Acts, 1908 and 1913, as an Association limited by guarantee, is formed for the purpose of promoting objects of the nature contemplated by the 20th Section of the Companies (Consolidation) Act, 1908, and that it is the intention of the said Association that the income and property of the Association whencesoever derived shall be applied solely towards the promotion of the objects of the Association as set forth in the Memorandum of Association of the said Association and that no portion thereof shall be paid or transferred, directly or indirectly by way of dividend or bonus or otherwise howsoever by way of profit to the members of the said Association.

NOW, THEREFORE, the Board of Trade, in pursuance of the powers in them vested, and in consideration of the provisions and subject to the conditions contained in the Memorandum of Association of the said Association as subscribed by eight members thereof on the sixteenth day of February, 1915, do by this their licence direct THE BATH AND WELLS DIOCESAN BOARD OF FINANCE to be registered with limited liability, without the addition of the word "Limited" to its name.

SIGNED by order of the Board of Trade, this second day of March, 1915.

H. A. PAYNE,

*Comptroller of the Companies Department, authorised in that behalf by the President of the Board of Trade.*

No. 139557

## **CERTIFICATE OF INCORPORATION**

I hereby certify that THE BATH AND WELLS DIOCESAN BOARD OF FINANCE (the word "Limited" being omitted by Licence of the Board of Trade) is this day Incorporated under the Companies Acts, 1908 and 1913, and that the Company is Limited.

Given under my hand, at London, this Sixth day of March, One thousand nine hundred and fifteen.

**GEO. J. SARGENT,**

*Assistant Registrar of Joint Stock Companies.*

*Fees and Deed Stamps, £7: 5: 0.*

*The Companies Acts, 1908, 1913 and 1948.*

## **MEMORANDUM OF ASSOCIATION**

OF

### **THE BATH AND WELLS DIOCESAN BOARD OF FINANCE**

1. The name of the Association (in this Memorandum for brevity called "the Board") is "THE BATH AND WELLS DIOCESAN BOARD OF FINANCE."

2. The registered office of the Board will be situate in England.

3. The objects for which the Board is established are as follows (that is to say)-  
To do all or any of the following things for the purpose of attaining the ends of the Board, if and so far as allowed by law, and subject to the observance and performance of whatever may be required by law in order legally to carry out the same-

(A) To promote and assist the work and purposes of the Church of England in the Diocese of Bath and Wells, whatever for the time being shall be the area of the diocese called the Diocese of Bath and Wells, and in particular to organise and provide funds in aid of the work of the Church and for the following Essential Departments of the Church's work, viz :

- I. Training for the Ministry.
- II. Maintenance of the Ministry.
- III. Provision of pensions for the Ministry.
- IV. Provision for Widows and Orphans of the Clergy and for necessitous Clergy and lay workers and their Children.

*(As amended by Special Resolution dated 14<sup>th</sup> May, 2003)*

- V. Securing desirable sites for and the erection and repair of church buildings, mission rooms, church halls, parsonage houses, hostels, clergy houses, and other buildings, whether temporary or

otherwise, to be used for or in connection with any of the objects of the Board.

VI. Religious education in all its branches, including the acquisition of sites for and the building, equipment, improvement and repair of Church of England schools and colleges.

VII. Provision of expenses of Diocesan and central organisation.

With such additions to and modifications of the departments aforesaid as from time to time may be expedient for the better carrying forward of the Church's work.

(B) To promote, aid and further (in such manner as may be approved and sanctioned by the Bath and Wells Diocesan Synod and the Bishop of Bath and Wells for the time being) the objects and work of the Church of England, or any province, diocese or branch thereof beyond the borders of England and Wales, or any Mission Church, or Body of Christians in communion therewith in any part of the world, in like manner as the objects and work of the Church of England in England and Wales may, under the provisions hereof, be promoted, aided or furthered.

*(As amended by Special Resolution dated 14<sup>th</sup> May, 2003)*

(C) To raise, expend, invest and accumulate funds and income for the purposes aforesaid and from time to time to determine or assist in determining the proportions in which such funds ought to be contributed in the several Rural Deaneries of the Diocese and in the several parishes of each Rural Deanery.

(D) To enter into agreements with associations in connection with the Church of England carrying out in the Diocese of Bath and Wells or elsewhere any objects similar to any of the objects of this Board and to delegate any of its powers as may from time to time be provided by the Articles of Association.

(E) To make grants or donations or annual payments to any association or body having any objects in connection with the Church of England similar to any of those of the Board, and whether in the Diocese of Bath and Wells or elsewhere.

(F) To pay officers, clerks and servants of the Board, to make payments for insurance on their behalf, and to make provision for any person or the spouse partner and dependants of any person who has been in the employment of the Board.

*(As amended by Special Resolution dated 14<sup>th</sup> May, 2003)*

(G) To issue debentures and debenture stock, redeemable or otherwise, and raise and borrow money at interest for the purposes of the Board, on such terms and on such security (if any) as may be determined, and to act as guarantors in respect of the raising of money for the advancement of any of the objects of the Board.

(H) To promote or oppose, or join in promoting or opposing legislative and other measures affecting or likely to affect any of the objects or work of the Board, or any body of persons, the aid or benefit of which is within the objects of the Board and to take over or to co-operate with any other organisation.

(I) To acquire and sell and dispose of houses and land of any tenure either in the name of the Board or in the name or names of a Trustee or Trustees for the Board.

*(As amended by Special Resolution dated 14<sup>th</sup> May, 2003)*

(J) To act as the executors of any deceased person and to accept property of any kind and in any form, whether real or personal to be held by the Board either alone or jointly with another or others, upon any trusts, whether already existing or newly created, connected with the Church of England.

(K) To apply, if the Board shall by Special Resolution so decide, for a Royal Charter incorporating an association having objects similar to those of the present Board, and upon such incorporation to transfer and commit the property, work and objects of the present Board to the body incorporated by such Royal Charter.

(L) To do all such other lawful things as are incidental or conducive to the attainment of the above objects. Provided that the Board shall not support with its funds any object or endeavour to impose on or procure to be observed by its members or others any regulation, restriction or condition which, if an object of the Board, would make it a Trade Union. Provided also that in case the Board shall take or hold any property subject to the jurisdiction of the Board of Education or Charity Commissioners for England and Wales the Board shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the members or Trustees of the Board shall be chargeable for such property as may come into their hands, and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such members or Trustees have been if no incorporation had been effected, and the incorporation of the Board shall not diminish or impair any control or authority exercisable by the Chancery Division, the Board of Education or the Charity Commissioners over such members or Trustees, but they shall as regards any such property be subject jointly and separately to such control and authority as if the Board were not incorporated. In case the Board shall take or hold any property which may be subject to any trusts, the Board shall only deal with the same in such manner as allowed by law having regard to such trusts.

(M) Provided also that notwithstanding the use of any general words in the foregoing objects or any of them neither the property of the Board nor the income thereof nor any part of such property or income shall in any

circumstances be applied to or for any object or purpose which is not legally charitable.

*(As amended by Special Resolution dated 4th April, 1950.)*

4. The income and property of the Board, whencesoever derived, shall be applied solely towards the promotion of the objects of the Board, as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the members of the Board. Provided that nothing herein contained shall prevent the payment in good faith (subject as hereafter mentioned) (A) to clerical members of the Board of grants to augment the income of their livings or pensions, but so that no such clerical member shall in any circumstances vote on any question of a grant or pension to himself, or (B) to any member of the Board, not being a member of any Council of Management or Governing Body of the Board which may be set up by the Board, or of any Committee of reasonable and proper remuneration in respect of any office held or services rendered by him, and nothing herein contained shall prevent the payment of interest of a rate that the Trustees consider to be reasonable on money lent, or reasonable and proper rent for premises demised or let by any member to the Board; but notwithstanding anything herein contained no member of any Council of Management or Governing Body of the Board which may be set up by the Board, nor any member of any Committee or Committees for the time being charged with the duty of making or recommending such grants or pensions as aforesaid shall be entitled to receive any such grant or pension as aforesaid ; nor (subject and except as hereinbefore mentioned) shall any remuneration or any other benefit in money or money's worth, be given to any member of the Board except repayment of out-of-pocket expenses, and such reasonable travelling allowances for attending the meetings of the Board or of any committee thereof or otherwise in connection with the business of the Board as may be determined. Provided that the above provision shall not apply to any payment to any Railway, Gas, Electric Lighting, Water, Cable or Telephone Company of which a member of the Board may be a member or any other Company in which such member shall not hold more than one hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of such payment, and that nothing herein contained shall prevent the payment in good faith of a reasonable and proper remuneration to any officer or servant of the

Board, not being a member of any Council of Management or Governing Body or of any Committee of the Board PROVIDED ALSO that the provisions of this Clause shall not apply to any payment by the Board of any premium in respect of any indemnity insurance to cover the liability of the Directors of the Board:

(i) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Board; or

(ii) to make contributions to the assets of the Board in accordance with the provisions of Section 214 of the Insolvency Act 1986

PROVIDED ALSO THAT any such insurance shall not extend to any claim arising from any act or omission which the Directors knew to be a breach of trust or breach of duty or which was committed by the Directors in reckless disregard of whether it was a breach of trust or breach of duty or not AND PROVIDED FURTHER THAT any such insurance shall not extend to the costs of an unsuccessful defence to a criminal prosecution brought against the Directors in their capacity as such directors; and in the case of (ii) above shall not extend to any liability to make such contribution, where the basis of the Director's liability is his knowledge prior to the insolvent liquidation of the Board (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Board would avoid going into insolvent liquidation";

*(As amended by Special Resolution dated 14<sup>th</sup> May, 2003)*

5.

*(Deleted by Special Resolution dated 14<sup>th</sup> May, 2003)*

6.

*(Deleted by Special Resolution dated 14<sup>th</sup> May, 2003)*

7. The liability of the members is limited.

8. Every member of the Board undertakes to contribute to the assets of the Board in the event of the same being wound up during the time that he is a member or within one year afterwards for payment of the debts and liabilities of the Board contracted before the time at which he ceased to be a member, and of the costs,

charges and expenses of winding up the same, and for the adjustment of the rights of the contributors amongst themselves, such amount as may be required not exceeding £1.

9. If upon the winding up or dissolution of the Board 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 Board, but if and so far as effect can be given to the next provision shall be given or transferred to some other institution or institutions having objects similar or , cognate to the objects of the Board, and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Board under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Board at or before the time of dissolution, or in default thereof by such judge of the High Court of Justice as may have or acquire jurisdiction in the matter, and if and so far as effect cannot be given to such provision then to some charitable object in connection with the Church of England.

10. True accounts shall be kept of the sums of money received and expended by the Board, and the matter in respect of which such receipt and expenditure take place, and of the property, credits and liabilities of the Board, and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Board for the time being they shall be open to the inspection of the members. Once at least in every year the accounts of the Board shall be examined and the correctness of the balance sheet ascertained by one or more competent auditor or auditors.

*We* the several persons whose names and addresses are subscribed, are desirous of being formed into an Association in pursuance of this Memorandum of Association.

SIGNATURE

NAMES, ADDRESSES AND DESCRIPTIONS  
OF SUBSCRIBERS.

C. TANTON. THE RIGHT REVEREND CHARLES DE SALIS,  
D.D., Bishop's Mead, Taunton, Lord Bishop of  
Taunton.

F. A. BRYMER. THE VENERABLE FREDERICK AUGUSTUS  
BRYMER, M.A., The Rectory, Charlton Mackrell,  
Rector of Charlton Mackrell and Archdeacon of  
Wells.

L. J. FISH. THE VENERABLE LANCELOT JOHN FISH,  
M.A. 12, Lansdown Place East, Bath. Archdeacon  
of Bath.

H. J. BADCOCK. HENRY JEFFRIES BADCOCK, Broadlands,  
Taunton, Esquire.

ROGER BUSTON. ROGER BUSTON, Combe Head House, Chard,  
Esquire.

J. HOWARD FOX. JOHN HOWARD FOX, Wellington, Somerset,  
Banker.

HUGH R. POOLE. HUGH RUSCOMBE POOLE, South Petherton,  
Somerset, Solicitor.

ARTHUR E. EASTWOOD. ARTHUR EDGELL EASTWOOD, Leigh Court,  
Taunton, Justice of the Peace.

Dated the 16th day of February, 1915.

Witness-

ALBERT CHARLES MOLE, Stafford House, Taunton, Incorporated  
Accountant.

**Company No: 139557**

## **ARTICLES OF ASSOCIATION**

**of**

### **THE BATH AND WELLS DIOCESAN BOARD OF FINANCE**

(as adopted by Special Resolutions passed up to and including 18 March 2008)

#### **Interpretation**

1) In these Articles

“The Act” means the Companies Act 1985 as amended by the Companies Act 2006 (when in force) and including any statutory modification or re-enactment thereof for the time being in force.

“The Articles” means the Articles of Association of the Board

“The Bishop” means the Bishop for the time being of the Diocese

“The Bishop’s Council” means the Bishop’s Council and Standing Committee from time to time of the Diocese

“The Board” means The Bath and Wells Diocesan Board of Finance

“The Chairman” shall mean the person appointed under Article 38

“Clear days” in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect

“The Diocesan Synod” shall mean the Synod for the time being of the Diocese

“The Diocese” means the Diocese of Bath and Wells for the time being of the Church of England

“The Directors” shall mean the directors for the time being of the Board

“Member” or “Members” means a member or members of the Board

“The Secretary” means the Secretary appointed under Article 47 or any other person appointed to perform the duties of the Secretary of the Board including a joint, assistant or deputy Secretary

“Standing Orders” means the Standing Orders from time to time of the Diocesan Synod

“The United Kingdom” means Great Britain and Northern Ireland

"Vice-Chairman" means any person appointed under Article 38

Unless the context otherwise requires, words or expressions contained in these Articles bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these Articles become binding on the Board.

## **Members**

- 2) The number of members of the Board shall not exceed 230 but there will be no minimum number.
- 3) Subject to Article 9 the following persons shall be qualified to be Members of the Board;
  - i) the Bishop;
  - ii) each member for the time being of the Diocesan Synod and a certificate signed by the secretary of the Diocesan Synod addressed to the Secretary shall be conclusive evidence of being a member of the Diocesan Synod; and
  - iii) such other persons as may be co-opted in the manner set out in Article 4
- 4) The Board shall comply with the provisions of the Diocesan Boards of Finance Measure 1925 relating to membership. To achieve this, in the event of the total membership (including vacancies by death or

resignation) of the lay members of the Board failing to exceed the total membership (including vacancies as aforesaid) of the clergy members of the Board by one, the lay members of the Board shall by resolution co-opt such further lay persons as shall ensure that a majority by one of the members of the Board are lay members.

- 5) Members shall automatically cease to be members of the Board in the following circumstances:
  - i) in the case of each person who becomes a Member by virtue of their membership of the Diocesan Synod, on their ceasing to be a member of the Diocesan Synod;
  - ii) in the case of any person who is co-opted as a Member under Article 4, either at the end of the three year election period of the Diocesan Synod during which they are co-opted or on their ceasing to be a member of the Diocesan Synod, whichever is the earlier;
  - iii) in the case of the Bishop, on his ceasing to be the Bishop;
  - iv) in all cases, if that Member is, or may be, suffering from mental disorder and either:-
    - (a) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960 or any statutory modification or re-enactment in each case thereof for the time being in force; or
    - (b) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, *curator bonis* or other person to exercise powers with respect to his property or affairs.
- 6) Every person eligible to be a Member shall become a Member upon signing either the Register of Members to be kept pursuant to Section 352 of the Companies Act 1985 or a written consent to become a Member. Membership is not transferable.

- 7) The Board may act notwithstanding any vacancy in the numbers of the Members.
- 8) Any Member may resign his membership at any time by giving to the Secretary at least seven days notice in writing of his intention to resign at the date stated in such notice, provided always that no Member may resign his membership unless he shall at the same time resign his membership of the Diocesan Synod.
- 9) The existing members of the Board at the date of adoption of these Articles shall continue as such Members and shall constitute the Board for all purposes until 1 April 2008 and shall then cease to be Members unless they still qualify to be a Member under the provisions of Article 3.

#### **General Meetings of the Board**

- 10) The Board shall in each year hold a General Meeting as its Annual Meeting in addition to any other meetings which may be held in that year and shall specify the meeting as such in the notices calling it and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Board and that of the next.
- 11) The Secretary at the request of the Directors or of the Bishop or on receipt of a requisition from Members in accordance with the Act shall convene an Extraordinary General Meeting. Any requisition made by Members shall express the object of the meeting proposed to be called. Upon the receipt of such requisition the Secretary shall forthwith proceed to convene an Extraordinary General Meeting and if the Secretary does not convene the same within 21 days from the date of the receipt of such requisition the Members making such requisition may themselves convene an Extraordinary General Meeting.

#### **Notice of General Meeting**

- 12) Subject to the provisions of Section 369 of the Act any meeting shall be called by at least 21 clear days notice. The notice shall specify the place, the day and the hour of the meeting (as appointed by the Directors or, in default of such appointment, by the Bishop) and, in the case of special business, the general nature of that business and shall be given in the manner set out below or in such other manner, if any, as may be

prescribed by the Board in General Meeting to such persons (including the Auditors) as are under the Articles or the Act entitled to the same.

- 13) The accidental omission to give notice of a meeting to, or the non receipt of a notice by, any person entitled to receive notice shall not invalidate the proceedings of that meeting.

#### **Proceedings at General Meetings**

- 14) Subject to the provisions of the Articles and the Act the proceedings at all General Meetings shall be conducted in accordance with the Standing Orders.
- 15) No business shall be transacted at any meeting unless a quorum is present. One third of the total number of lay Members together with one third of the total number of clerical Members shall be a quorum.
- 16) If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to such other time as the Directors may determine.
- 17) All business shall be deemed special that is transacted at an extraordinary general meeting and also all that is transacted at an annual general meeting with the exception of the consideration of the accounts and balance sheet and the reports of the Directors and the auditors and the appointment, and the fixing of the remuneration, of the auditors.
- 18) The Chairman shall preside as chairman or in his absence or at his request a Vice-Chairman shall preside as chairman at any general meeting of the Board either for the whole meeting or for individual items of business.
- 19) If there is no chairman or if such chairman shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling or unable to act, the Members present shall elect one of their number to be chairman of the meeting.
- 20) The chairman 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 an adjourned meeting.

- 21) At every general meeting all matters which come under the consideration of such meeting (except such matters as by the law or these Articles must be dealt with by Special or Extraordinary Resolution or some other majority) shall be decided by a simple majority of votes of the Members personally present and voting. In a case where the votes at any general meeting are equally divided the chairman shall not be entitled to a second or casting vote.
- 22) Each Member entitled to vote shall have one vote only, whether on a show of hands or on a poll, and votes shall in all cases be given personally and not by proxy or by representative.
- 23) At all general meetings a resolution put to the vote at the meeting shall be decided on a show of hands, unless before or upon the declaration of the result of the show of hands a poll be demanded by the chairman of the meeting or by at least five Members present and entitled to vote, and unless a poll is so demanded a declaration by the chairman of the meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect made in the minute book of the Board shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of, or against that resolution.
- 24) If a poll be demanded in the manner aforesaid it shall be taken at such time and place and in such manner as the chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A demand for a poll may only be withdrawn with the consent of the chairman of the meeting.
- 25) No poll shall be demanded on the election of a chairman of a meeting or on any question of an adjournment.
- 26) The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll

has been demanded and the withdrawal of a demand for a poll shall not invalidate the result of any show of hands declared before the poll was demanded.

**Directors: appointment and vacation of office**

- 27) The members for the time being of the Bishop's Council shall be the directors of the Board.
- 28) The office of a Director shall be vacated if:
- (a) he ceases to be a Director by virtue of any provision of the Act or he becomes prohibited by law from being a Director or a trustee of a charity; or
  - (b) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
  - (c) he is, or may be, suffering from mental disorder and either :-
    - (i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960; or any statutory modification or re-enactment in either case thereof for the time being in force or
    - (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, *curator bonis* or other person to exercise powers with respect to his property or affairs; or
  - (d) he resigns his office by notice to the Directors; or
  - (e) he shall have been absent without permission of the Directors from three consecutive meetings of the Directors and the Directors resolve (with the agreement of the President of the Diocesan Synod) that his office be vacated; or
  - (f) he ceases to be a member of the Diocesan Synod or of the Bishop's Council; or

- (g) he is removed from office by resolution duly passed pursuant to Section 303 of the Act.
- 29) All those existing Directors who are not continuing or appointed as members of the Bishop's Council on **1 April 2008** shall automatically vacate their office as Director of the Board on that date.
- 29A The provisions of sub sections 1 to 6 inclusive of Section 293 of the Companies Act 1985 (age limit of 70 for Directors) shall not apply to the Board or to any council or committee of the Board

### **Powers and duties of the Directors**

- 30) The Directors may exercise all such powers of the Board as are not by the Act or these Articles required to be exercised by the Board in general meeting, subject nevertheless, to the provisions of the Act and these Articles and to such regulations or directions, being not inconsistent with the said provisions, as may be prescribed or given by the Board in general meeting. No such regulation or direction shall invalidate any prior act of the Directors which would have been valid if that regulation or direction had not been made.
- 31) The Directors may from time to time make, vary and repeal regulations, standing orders and bye-laws for the regulation and conduct of its business, but so that such regulations, standing orders and bye-laws shall not be inconsistent with the regulations of the Board contained in its Memorandum and the Articles or amount to such an addition to or alteration of the Articles as could only legally be made by Special Resolution. Until otherwise directed the Standing Orders with such adaptations as may be necessary shall constitute the regulations, standing orders and bye-laws of the Board. Provided that in case there shall at any time be any conflict between the Articles and the regulations, standing orders and bye-laws, the provisions of the Articles shall prevail.
- 32) All cheques promissory notes drafts bills of exchange and other negotiable instruments and all receipts for moneys paid to the Board 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 determine.

- 33) The Directors may, by power of attorney or otherwise, appoint any person to be the agent of the Board for such purposes and on such conditions as they consider fit including without limitation for the agent to delegate all or any of his or its powers. Without prejudice to the generality of the foregoing the Directors may appoint any person to make decisions regarding the investments of the Board including without limitation registering investments in the name of a nominee on behalf of the Board.
- 34) Subject and without prejudice to the Memorandum of Association and the Articles and to the special powers hereby conferred upon the Board, the Board shall in the management disposal and application of the property of any body in the management or administration in whose affairs the Board shall act observe conform to and comply with in all lawful respects the general trusts and regulations affecting the same and to any instructions and directions from time to time given to the Board or by the authority of a resolution of such a body or of the authorised managers of it.

#### **Proceedings of the Directors**

- 35) The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings, as they think fit. Questions arising at any meetings shall be decided by a majority of votes. In the case of an equality of votes the chairman of the meeting shall not have a second or casting vote.
- 36) The Bishop may, or the Chairman may, and the Secretary on the requisition of seven Directors shall, summon a meeting of the Directors. It shall not be necessary to give notice of a meeting of the Directors to any Director for the time being absent from the United Kingdom.
- 37) The quorum necessary for the transaction of any business by the Directors shall be one third of the Directors, provided at least 6 elected and 2 ex-officio members of the Bishop's Council are present.
- 38) The Chairman shall be a Director nominated by the Bishop to the Directors for approval and on approval shall become Chairman to hold office until the election of a new Bishop's Council or he resigns or is removed from that office by the Directors or ceases to be a Director and subject thereto the Directors may from time to time appoint from amongst

their number one or more Vice-Chairmen of the Directors and determine the period for which they are respectively to hold office.

- 39) The Chairman shall preside at every meeting of the Directors but if either the Chairman or any Vice-Chairman shall for any reason not be present within fifteen minutes after the time appointed for any such meeting or is unwilling or unable to act the Directors present may appoint one of their number to be chairman for the purposes of that meeting.
- 40) The Directors shall cause minutes to be made of the proceedings at any meeting of the Board, the Directors and any committee or sub-committee, in accordance with Section 382 of the Act, and shall cause at all times a Register to be kept of the Members in accordance with Section 352 of the Act.
- 41) A resolution in writing signed by at least two thirds of the Directors (including the Chairman and the Bishop) for the time being entitled to receive notice of a meeting of the Directors shall be valid and effectual as if it had been passed at a meeting of the Directors duly convened and held.

### **Committees**

- 42) The Directors may delegate any of their powers and discretion to committees consisting of such Director or Directors of its body and (if thought fit) one or more other persons co-opted as hereinafter provided and such committees may delegate any of their powers and discretions to sub-committees. Any committee or sub-committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may from time to time be imposed by the Directors. Any such regulations may provide for or authorise the co-option to such committee of persons other than directors and for such co-opted members to have voting rights as members of such committee or sub-committee.
- 43) Every Director present at any meeting of either the Directors or of a committee or sub-committee of the Directors may be required to sign their name in a book to be kept for the purpose.
- 44) All acts done by the Directors or by any committee or sub-committee shall notwithstanding the existence of any vacancy or the subsequent

discovery of some disqualification or defect in the appointment of any member of the Directors or such committee or sub-committee be as valid as if such vacancy disqualification or defect had not existed.

- 45) The Directors may appoint a chairman of a committee or sub-committee or so far as it has not done so 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 fifteen minutes after the time appointed for holding the same or is unwilling or unable to act, members of the committee or sub-committee present may choose one of its members to be chairman of the meeting.
- 46) A committee or sub-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 of the committee or sub-committee present, and in the case of equality of votes the chairman shall not have a second or casting vote.

#### **Secretary**

- 47) Subject to the provisions of the Act, the Secretary of the Board 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.

#### **Accounts**

- 48) No member of the Board other than a member of the Bishop's Council or a member of any audit committee established by the Board shall have any right to inspect any accounting records or other books documents or records other than the minutes of the Board except as conferred by statute or authorised by the Directors or by ordinary resolution of the Board.
- 49) The Directors shall from time to time in accordance with the provisions of the Act cause to be prepared and to be laid before the Board in general meeting such accounts and reports as are by law required and copies of the same shall be presented to the Diocesan Synod (notwithstanding that the members of the Diocesan Synod may be members of the Board).
- 50) A copy of every balance sheet of the Board (including every account and document required by law to be annexed or appended to it or otherwise

supplied to members) which is to be laid before the Board in general meeting together with a copy of the auditors report shall not less than 21 days before the date of the meeting be sent to every member provided that this article shall not require any such copy to be sent to any person of whose address the Board is not aware.

### **Notices**

- 51) A notice may be served by the Board or the Directors upon any Member either personally or by sending it through the post in a pre paid letter addressed to such Member at their registered address as appearing in the register of Members. Any Member described in the register of members by an address not within the United Kingdom who shall from time to time give the Board an address within the United Kingdom at which notices may be served upon them shall be entitled to have notices served upon them at such address but except as aforesaid only members described in the register of members by an address within the United Kingdom shall be entitled to received notices. Any notice, if serviced by post, shall be deemed to have been served on the second day following that on which the letter containing the same is put in the post and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post as a pre-paid letter.
- 52) Notice of every general meeting shall be given in any manner hereinbefore authorised to the auditors and to every Member except those Members who (having no registered address within the United Kingdom) have not supplied to the Board an address within the United Kingdom for the giving of notices to them. No other person shall be entitled to receive notices of general meetings.

### **Indemnity**

- 53) Subject to the provisions of the Act every Director or other officer or auditor of the Board shall be indemnified out of the assets of the Board against any liability incurred by him in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence,

default, breach of duty or breach of trust in relation to the affairs of the Board.

**Seal**

- 54) The Directors shall forthwith provide a Common Seal for the Board, and the said seal shall be used in relation to the business or affairs of the Board, as any General Meeting of the Board shall decide, and any document bearing the seal of the Board and purporting to be attested by two members of the Board or one member of the Board its Secretary or its Deputy Secretary or any combination of them, shall, in the absence of proof to the contrary be deemed to be duly sealed by the Board.

*(As amended by Special Resolution dated 18 March 2008)*