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THE COMPANIES ACTS 1908 TO 1985/2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

Of

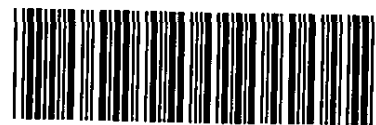
The Lichfield Diocesan Board of Finance (Incorporated)

Incorporated the 14th day of May 1929

Company Number 239561

As amended by Special Resolutions passed on 6th February 1968, 18th June 2003, and 13th March 2004 and [_____ 2015]

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THE COMPANIES ACTS 1908 TO 19852006

**Company Limited by Guarantee and
not having a Share Capital**

MEMORANDUM OF ASSOCIATION

OF

**THE LICHFIELD DIOCESAN
BOARD OF FINANCE
(INCORPORATED)**

(As amended by Special Resolutions passed on the 6th February 1968,
~~by Special Resolution passed on the 18th June 2003, and by Special Resolution passed on the~~
13th March 2004 and [_____ 2015])

1 The name of the Company (hereinafter referred to as "the Board") is "THE LICHFIELD DIOCESAN BOARD OF FINANCE (INCORPORATED)"

2 The Registered Office of the Board shall be situate in England

3 The objects for which the Board is established are -

To do all or any of the following things if and so far as allowed by law and observing and Performing whatever may be required by law in order legally to carry out such objects, namely -

To promote and assist the work and purposes of the Church of England in the Diocese of Lichfield

In furtherance of the objects but not otherwise the Board may exercise the following powers

- (a) To act as the Board of Finance of the Diocese of Lichfield for the purposes of the Diocesan Boards of Finance Measure, 1925
- (b) To perform work and transact business in connection with the Church of England and the Diocese of Lichfield and to act as a Committee of The Diocesan Synod of that Diocese, with such powers as the Diocesan Synod shall from time to time confer on the Board
- (c) To act, if so appointed, as the Diocesan Authority for the purpose of the Parochial Church Councils (Power) Measure, 1921, but with power to appoint the existing Diocesan Trust as the Diocesan Authority
- (d) To hold real and personal property for purposes connected with the Church of England
- (e) To perform any duties which by or in pursuance of any Measure passed by the National Assembly of the Church of England and having the force

and effect of an Act of Parliament are imposed upon or entrusted to a Diocesan Board of Finance

- (f) In particular, but without in any sense limiting the general powers hereinbefore conferred, to promote, carry on, assist, benefit and advance either through Committees or otherwise the work of the Church of England in the Diocese of Lichfield or elsewhere in relation to the following branches or activities
- (i) The training of candidates for the ministry, clerical and lay
 - (ii) The maintenance of the ministry, clerical and lay,
 - (iii) The provision of pensions for ordained and lay ministers,
 - (iv) Provision for widows and orphans of the clergy and for clergy in temporary necessity,
 - (v) Provision for the acquisition, erection, restoration, repair, enlargement and alteration of church buildings of all descriptions, including parsonage houses and houses for curates, churchyards and burial grounds and for building loan funds,
 - (vi) Provision for the religious education of the young and the maintenance, extension and testing thereof,
 - (vii) Provision for expenses of organisation and machinery

Provided that the Board shall not carry on assurance business of any of the classes to which the Assurance Companies Act, 1909, as extended by the Industrial Assurance Act, 1923, or any Act amending, supplementing or re-enacting the same applies

- (g) To undertake the duties of and act as custodian or other Trustee, either alone or otherwise, and either with or without remuneration, as may be deemed expedient with a view to promoting the objects of the Board and to perform any duty or act in relation to any trust property vested in the Board in pursuance of its objects and devolving upon the Board as Trustee thereof or necessary or desirable for the purpose of complying with or carrying into effect any directions or instructions duly given with relation to any trust properly so vested in the Board
- (h) To buy, acquire, hold, hire, take on lease or in exchange, accept by way of gift, subscription, donation, devise, bequest, or otherwise, develop, use, lease, exchange, transfer, mortgage, pledge, sell, surrender, dispose of or otherwise deal with or turn to account, absolutely or conditionally, any real or personal property of whatever situate, or any interest therein, as may be deemed expedient with a view to the furtherance of the objects of the Board, but as to land subject to the provisions of Section 19 of the Companies (Consolidation) Act, 1908, as amended or to be amended by any subsequent legislation
- (i) To invest the funds of the Board in such manner as the Board may think fit, but so that funds subject or representing property subject to the Jurisdiction of the Charity Commissioners and funds taken over by the Board and being or

representing moneys given or bequeathed by way 'of capital the income of which is applicable by direction of the donor to specific objects may (in the absence as regards the last mentioned funds of directions to the contrary by the donor) be invested only in any of the public stocks or funds or government securities of the United Kingdom or in the stock of the Bank of England, or in any other stocks, funds or securities authorised by law for the investment of trust moneys

- (j) To pay all the expenses of and preliminary and incidental to the promotion, formation, establishment and registration of the Board
- (k) To prevent by the institution or defence of legal proceedings, by the promotion of legislation, or by other lawful means, the diversion of any property from or the loss of any property to the Church of England or the Board or any other body, association or person, but so that in the institution of legal proceedings nothing shall be done by the Board which shall be offensive to the law in respect of maintenance or champerty
- (l) To promote or assist in or subscribe towards the promotion of legislation, intended or likely to assist in any way the work of the Church of England or any of the objects of the Board, and similarly to oppose legislation likely to be obnoxious to that work or those objects or any of them
- (m) To print, publish, circulate, sell, buy, manage or support books, reports, newspapers, periodicals, tracts, magazines, circulars and other publications connected with or calculated to further the work of the Board
- (n) To administer, manage and conduct, as trustee, factor or agent in accordance with any trusts expressed or implied affecting the same, any trust property vested in the Board in pursuance of its objects, and to exercise any rights of ownership or any rights or powers discretionary or otherwise relating in any way to such property or to the administration, management and conduct thereof, and to give and accept bonds or guarantees where deemed expedient with a view to the furtherance of its objects
- (o) To erect, maintain, alter, enlarge, repair or restore, and to provide any fittings, furniture, appliances, apparatus and conveniences for any Church, chapel, mission room, parsonage or curte's house, school, office, room or other building connected with the work of the Church of England or any part thereof
- (p) To institute, conduct, defend, or compromise legal proceedings by and against the Board, and to do and authorise to be done all acts, deeds, matters and things which may be necessary or desirable for the purpose of registering the Board, or any of its properties, in any British Colony or Dependency, or in any foreign country

- (q) 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 obtaining contributions to the funds of the Board, or to any object in which the Board is concerned or interested
- (qq) To borrow any moneys required for the purposes of the Board either with or without security, and to lend any moneys of the Board either with or without security
- (r) To appoint Trustees for the Board in respect of any of its purposes, and to appoint, employ and pay agents and persons in any capacity for the furtherance of any of the objects or purposes of the Board
- (s) To decide or nominate persons to decide any question or dispute which may arise in relation to the affairs or management of any of the objects of the Board, and to act as referee or appoint referees in relation to any matter affecting any of those objects
- (t) To pay out of the funds of the Board or out of any particular part of such funds all expenses of or incidental to the management of the Board or the administration or carrying out of any of its objects
- (u) So far as lawfully may be, and subject to any necessary sanctions or authorities to hand over to any corporation or persons any charity managed or directed by the Board with any property to be used or applied for the purposes thereof, and to transfer or hand over any funds or property for the time being vested in the Board if in the opinion of the Board it would be to the benefit of any object of the Board or any particular fund, charity or institution in which the Board is concerned or interested to do so
- (v) In case any part of the present Diocese of Lichfield be at any time separated therefrom and added to any other Diocese or constituted with or without any other area a new Diocese, to transfer to any corporation or person any property of the Board for the purposes of the part separated or any property held by the Board upon trust for or for the purposes of any charity relating to or connected wholly or partly with such part
- (w) To do all such other lawful acts and things as are incidental or conducive to the attaining of the above objects or any of them

Provided always that the Board shall in the exercise of its powers and duties at all times comply with such directions as may from time to time be given to it by The Diocesan Synod of the Diocese of Lichfield as constituted for the time being

Provided also 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 Charity Commissioners for England and Wales or Board of Education, 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 Managers 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 Managers 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 Charity Commissioners or the Board of Education over such Managers or Trustees, but they shall, as regards any such property, be subject jointly and separately to such control or 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

- 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, and (except as hereinafter mentioned) no remuneration or other benefit in money or money's worth shall be given by the Board to any member of the Board. Provided nevertheless that nothing herein contained shall prevent the payment in good faith,-
- (A) to clerical members of the Board of grants to augment the income or to meet the expenses of their livings, or pensions, but so that (a) no such clerical member shall in any circumstances vote, either at General Meetings of the Board or at Meetings of any Committee of the Board, on any question which may involve directly or indirectly the award or review of a grant or pension to himself, and (b) the membership of the Executive Committee or Governing Body of the Board shall not consist as to more than 40 per cent of persons receiving any such grants or pensions as aforesaid from the Board,
 - (B) to any officer or servant of the Board, or to any member of the Board (not being a member of the Executive Committee or Governing Body of the Board) of reasonable and proper remuneration in respect of any office held under the Board for services rendered by him to the Board,
 - (C) of interest at a rate not exceeding 5 per cent per annum on money lent by any member to the Board, or reasonable and proper rent for premises demised or let by any member to the Board,
 - (D) to any company in which a member of the Board (whether or not he is also a member of the Executive Committee or Governing Body of the Board) may hold not more than one hundredth part of the share capital of proper charges for goods or other property supplied or services rendered in the normal course of such company's business, and such member shall not be bound to account for any share of profits that he may receive in respect of any such payment

~~5~~ No addition, alteration or amendment shall be made to or in the regulations contained in the Articles of Association for the time being in force, unless the same shall have been previously submitted to and approved by the Board of Trade

~~6~~ The fourth and fifth paragraphs of this Memorandum contain conditions on which a licence is granted by the Board of Trade to the Board in pursuance of Section 20 of the Companies (Consolidation) Act, 1908

7-5 The liability of the members is limited

8-6 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 ceases 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 contributories amongst themselves, such amount as may be required not exceeding one pound

9-7 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 shall be given or transferred to some other institution or institutions, having objects similar 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 the aforesaid provision then to some charitable object

10-8 True accounts shall be kept of the sums of money received and expended by the Board, and the matter in respect of which such receipts 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, 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 properly qualified auditor or auditors

WE, the undersigned persons whose names, addresses and descriptions are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association

J A Lichfield, Bishop of Lichfield
Bishop's Hostel, Lichfield

HUGH BRIGHT, The Close, Lichfield
Archdeacon of Stafford

H NEWSOM, The Close, Lichfield Bank
Manager

WM BUDGEN, Rocklands, Lichfield

Updated memorandum and articles incorporating all special resolutions to 2004 ldbl 670

Clerk in Holy Orders

HOMAS C KEEBLE, Chnst Church Vicarage, Lichfield Clerk
in Holy Orders

F HUGH L OLDHAM, Overley, Wellington, Salop Lieut -
Colonel (Retired)

WM BATKIN, 35, Trent Valley Road, Lichfield Retired
Clerk

Dated this 12th day of March, 1929

Witness to the Signatures of JOHN AUGUSTINE, LORD BISHOP OF LICHFIELD, HUGH
BRIGHT, HAROLD NEWSOM, WILLIAM BUDGEN, THOMAS CHARLES KEEBLE AND
WILLIAM BATKIN

G J MURRAY ATKINS,

Solicitor,

The Close, Lichfield

Witness to the Signature of FREDERICK HUGH LANGSTON OLDHAM

WINIFRED E JEFFERY,
64, Abbey Foregate, Shrewsbury, Salop
Governess

THE COMPANIES ACTS 1908 TO ~~1985~~2006

**Company Limited by Guarantee and
not having a Share Capital**

**ARTICLES OF ASSOCIATION
OF**

**THE LICHFIELD DIOCESAN
BOARD OF FINANCE
(INCORPORATED)**

(Adopted by Special Resolutions passed on the 28th April, 1960 and amended by Special Resolution passed on the 6th February 1968, and by Special Resolution passed on the 18th June 2003 and [2015])

4-INTERPRETATION

1 These presents shall be construed with reference to the provisions of the Companies Act, ~~2006~~1985, and every other Act of Parliament from time to time in force and necessarily affecting the Board and terms used in these presents shall be taken as having respectively the same meanings as they have when used in those Acts

2 In the interpretation of these presents the following words and expressions shall have the following meanings, unless excluded by something in the subject or context inconsistent therewith

"The Bishop's Council" means the executive committee of the Board as defined in Article 13

"The Board" means the Lichfield Diocesan Board of Finance (Incorporated)

"These presents" means the Articles of Association of the Board from time to time in force

"The Property" means the moneys, stocks, funds, shares and securities, lands, buildings and other real and personal property from time to time belonging to or under the control, management or administration of the Board, or of or to which the Board or any person or persons in trust for them shall from time to time be seised, possessed or entitled, or to, in or upon which the Board may from time to time have any right, title, interest, claim, lien, charge or demand

"The Diocese" means the Diocese of Lichfield for the time being

"The Diocesan Synod" shall mean the Diocesan Synod for the time being of the Diocese as constituted by the Synodical Government Measure 1969"

"The Deanery Synods" shall mean the Deanery Synods for the time being of the Diocese as constituted by the Synodical Government Measure 1969"

"The Secretary" means the Secretary from time to time of the Board and any temporary substitute for the Secretary

"The Office" means the registered office from time to time of the Board

"The Act" shall mean the Companies Act ~~1985~~-2006 as amended or extended by or under any other enactment"

Words importing the singular number only shall include the plural number

Words importing the plural number only shall include the singular number

Words importing the masculine gender only shall include the feminine gender

Words importing persons only shall include corporate bodies

2. CONSTITUTION MEMBERS

3 The following persons shall be qualified to be members of the Board

- (a) the persons elected by the Deanery Synods to be members of the Diocesan Synod and any other persons elected to be members pursuant to Article 4(b)
- (b) all other members of the Diocesan Synod
- (c) such other persons as shall be co-opted to be members by virtue of Article 4(a)
- (d) all other members of the Bishops Council (~~Executive Committee~~) who are not otherwise members of the Board"

4 (a) In the event that the number of lay members of the Board shall fail to -exceed the number of clergy members of the Board by at least one then the lay members of the Board shall as soon as reasonably convenient by resolution co- opt lay members as shall ensure that a majority by one of all members are lay members

- (b) In the event that the elected members shall be fewer in number than three quarters of all the members of the Board then the Diocesan Synod shall as soon as reasonably convenient elect such additional members as shall ensure that three quarters of all the members of the Board are elected

5 All members of the Board must be members of the Church of England_

6 A certificate of the results of all elections of the elected members shall be signed by the Secretary for the time being of the Diocesan Synod or any person acting in his place and shall be sufficient evidence of the results and validity of the election

7 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 This will be subject to

- (a) those persons qualified to be members by virtue of Articles 3(a) or 3(b) shall cease to be members when they cease to be members of the Diocesan Synod
- (b) members of the Board who have been co-opted under Article 4(a) or elected under Article 4(b) shall hold office for the lifetime of the Diocesan Synod during which they are co-opted or elected
- (c) Those persons qualified to be members only by virtue of Article 3(d) shall cease to be members of the Board when they cease to be members of the ~~Council~~Bishop's Council

8 There shall be no upper age limit for any member of the Board

~~3-~~MANAGEMENT

9 The business and concerns of the Board shall be managed by ~~the Council~~the Bishop's Council ~~to be constituted as hereinafter mentioned~~, and the Bishop's Council ~~Council~~ shall have power to take all steps required to be taken by the Board and do all acts in its name authorised to be done by the Memorandum of Association and generally to settle and transact all the business and affairs of the Board, except as to any matters by law required or herein directed to be done by the Board in General Meeting

10 Subject as hereinafter provided the ~~Council~~Bishop's Council shall be subject to any directions which may be given by any resolution passed by three-fourths of the members present at a General Meeting of the Board duly called for the purpose but no such resolution shall invalidate any prior act otherwise valid

11 Notwithstanding any thing contained in these presents the ~~Council~~Bishop's Council shall, in the exercise of their powers and duties comply with such directions as may from time to time be given to the Board by the Diocesan Synod

12 Until otherwise determined by the Diocesan Synod the Board may appoint, in addition to the ~~Council~~Bishop's Council, such other committees as may be found desirable or necessary for the purpose of dealing with particular responsibilities of the Board But the ~~Council~~Bishop's Council shall nevertheless be responsible for co-ordinating the activities of all such other committees and, under the general direction of the Board, for all decisions on matters of policy, for the raising and allocation of funds by the Board, and for all executive functions not specifically delegated to other committees

4-CONSTITUTION OF THE EXECUTIVE COMMITTEE (BISHOP'S COUNCIL)

13 (a) ~~The membership of the Council shall not exceed thirty five (35)~~

(a) ~~The number of clerical and lay members of the Council shall as far as possible be equal~~

~~(b) The membership of the Council shall be identical to that of the Bishops Council of the Diocesan Synod~~The executive committee of the Board (its board of directors) shall be known as the Bishop's Council, and, subject to Articles 14, 15, 16, 17 and 18 the membership of the Bishop's Council shall be at all times identical to that of the Bishop's Council of the Diocesan Synod

~~14 The Council shall have power to co-opt not more than two additional members, being members of the Board. They shall also have power to co-opt a further member, being a member of the Board, to fill each vacancy caused by one individual qualifying for membership of the Council in more than one capacity.~~

~~15 The appointed Members of the Council shall hold office for three years, or until such time as their successors are appointed and they shall be eligible for re-appointment. If any casual vacancy shall occur amongst the appointed Members of the Council it may be filled by the Board forthwith.~~

~~16~~14 No person who is not a member of the Board shall be eligible to serve as a member of the Bishop's Council~~Council~~

~~17~~15 Subject to the provisions of Clause 4 of the Memorandum of Association, no person receiving from the Board any salary, emolument or profit, whether in the form of money or money's worth, shall be eligible to serve as a member of the CouncilBishop's Council until six months after such salary, emolument or profit shall have wholly ceased to be receivable

~~18~~16 If any member of the CouncilBishop's Council shall become bankrupt or insolvent or compound with his creditors, or become of unsound mind or shall signify in writing to the Chairman of the Board his desire no longer to be a member of the CouncilBishop's Council or shall cease to be a member of the Board, such member of the CouncilBishop's Council shall, as from the happening of any of the events hereinbefore specified, become disqualified from being, and be deemed to have ceased to be a member of the CouncilBishop's Council. Provided always that, until the CouncilBishop's Council shall by a resolution in that behalf have declared such member as aforesaid to be disqualified, no acts or proceedings of the CouncilBishop's Council, or of any committee thereof shall be invalidated by reason of such disqualified person having joined therein or been party thereto

17 The Board may by ordinary resolution appoint a person or persons who is or are willing to act to be members of the Bishop's Council, and

18 The Board may by ordinary resolution terminate the appointment of any member or members of the Bishop's Council

5. THE COUNCILBISHOP'S COUNCIL MEETINGS, POWERS AND DUTIES

~~19~~ Meetings of the CouncilBishop's Council shall be held at such times and places as they may determine, and at any time when the Chairman of the Board may deem fit, or upon the requisition made in writing of not less than five members of the Committee, and, until

the ~~Council~~Bishop's Council shall otherwise determine seven members thereof shall constitute a quorum The Chairman of the Board shall preside at Meetings of the ~~Council~~Bishop's Council, if he is not present the Deputy Chairman of the Board shall preside, if neither of them is present the ~~Council~~Bishop's Council shall appoint another member of the Committee to preside at that particular meeting

20 The ~~Council~~Bishop's Council may from time to time, by resolution, delegate any of its powers to another committee of the Board, or to a sub-committee or sub-committees consisting of one or more members of the ~~Council~~Bishop's Council, and the ~~Council~~Bishop's Council may, by resolution, determine and regulate the quorum necessary for transaction of business and the duties and procedure of all such sub-committees Failing any such resolution a subcommittee may fix its own quorum

21 All acts done by the ~~Council~~Bishop's Council, or by any sub-committee, shall, notwithstanding the existence of any vacancy, or the subsequent discovery of some disqualification of, or defect in the appointment of any member of the ~~Council~~Bishop's Council or sub-committee be as valid as if such vacancy, disqualification or defect had not existed

22 The ~~Council~~Bishop's Council may at any time, at the expense of the Board, take legal advice on any matter they think fit, and if they act in accordance with such advice, they shall not be responsible for any error thereby committed, and shall be indemnified by the Board against any liability in consequence thereof

23 The ~~Council~~Bishop's Council may appoint such officers, clerks or servants (other than Auditors), either for permanent, temporary or special services, as they may from time to time deem necessary, and determine their duties and powers and fix their salaries or emoluments and require security in such instances and to such an amount as they may think fit and proper and sufficient discharge of such duties And they may also remove or suspend any officer, clerk or servant for such reasons as they may deem sufficient

24 The ~~Council~~Bishop's Council may make regulations and byelaws for any matters which are authorised by the Memorandum and these Articles to be determined by regulations, and for every case of exigency which may arise, not provided for by the then existing regulations, such regulations to be in force until it is otherwise resolved at a General Meeting of the Board Provided that such regulations or bye-laws shall not amount to such an alteration of, or addition to, the Articles as could legally only be made by a special resolution ~~and with the approval of the Board of Trade~~

6-GENERAL MEETINGS

25 The Board 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, and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Board and that of the next The Annual General Meeting shall be held at such time and place as the ~~Council~~Bishop's Council shall appoint

26 All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings

- 27 The ~~Council~~Bishop's Council may whenever they think fit convene an Extraordinary General Meeting and Extraordinary General Meetings shall also be convened on such requisition or, in default, may be convened by such requisitionists as provided by ~~Section 132 of the Act~~ If at anytime there are not in the United Kingdom sufficient members of the ~~Council~~Bishop's Council capable of acting to form a quorum any member of the ~~Council~~Bishop's Council or any two members of the Board may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the ~~Council~~Bishop's Council

7.-NOTICE OF GENERAL MEETINGS

- 28 An Annual General Meeting and a meeting called for the passing of a special resolution shall be called by twenty-one days' notice in writing at the least and a meeting of the Board other than an Annual General Meeting or a meeting for the passing of a special resolution shall be called by fourteen days' notice in writing at the least The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business and shall be given in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Board in general meeting, to such persons as are under the articles of the Board entitled to receive such notices from the Board all business shall be deemed special except the consideration at the Annual General Meeting of the accounts and reports and any election of officers or members of the ~~Council~~Bishop's Council

Provided that a meeting of the Board shall, notwithstanding that it is called by shorter notice than that specified in this article be deemed to have been duly called if it so agreed -

- (a) in the case of a meeting called as the Annual General Meeting, by all the members entitled to attend and vote thereat, and
- (b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together representing not less than ninety-five per cent of the total voting rights at that meeting of all the members
- 29 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
- 30 Twelve members personally present shall be the quorum of a General Meeting
- 31 Any member may, on giving not less than five days' notice to be delivered at the office, submit any resolution or special business to a General Meeting Notice thereof shall be inserted in the notice convening the meeting, if such notice has not been dispatched, and if it has, notice thereof shall forthwith be given to the members, provided that the requirements of ~~section 133 of the Act~~ are observed

8. PROCEEDINGS AT MEETINGS

- ~~32 At the first General Meeting of the Board after the triennial elections a Chair and a Deputy Chair, one of whom shall be lay and such Vice Chairs as may be deemed desirable shall be elected by the members present and shall hold office until such times as their successors are appointed and shall be eligible for re-election. In their absence a General Meeting shall appoint one of its members as Chair of that particular meeting.~~
- 32 At the first General Meeting of the Board after the triennial elections (being elections of members of the Diocesan Synod held pursuant to the Church Representation Rules), a Chair (who shall be a lay person) and a Deputy Chair, (who may be a lay person or clerk in Holy Orders) shall be elected by the members present and shall hold office until such times as their successors are appointed and shall be eligible for re-election. The Chair or Deputy Chair shall chair all General Meetings of the Board and meetings of the Bishop's Council but in their absence the General Meeting or Bishop's Council (as the case may be) shall appoint one of its members as Chair of that particular meeting.
- 33 At every General Meeting of the Board, ~~and at any meeting of any committee or sub-committee,~~
- (c) Any question arising shall be decided by a majority of votes of the members present personally, and, in case of equality of votes the Chairman shall have a second or casting vote. Every question arising at a general meeting shall be decided on a show of hands unless a poll is demanded by not less than 3 members personally present or by any member or members so present and representing not less than one tenth of the total voting rights of all the members having the right to vote at the meeting. A poll duly demanded shall be taken at such time and in such manner as the Chairman of the meeting may direct.
 - (d) No business shall be transacted unless the prescribed quorum be present. If at an Extraordinary General Meeting there be no quorum, 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 but one, and if, at such adjourned meeting a quorum of members shall not be present, those present shall form a quorum.
 - (e) The Chairman, with the consent of the meeting, may adjourn the meeting from time to time, and from place to place.
 - (f) Every member shall have one vote only, and an objection to the validity of any vote shall be made only at the meeting at which it is tendered. Every vote not then and there disallowed shall be deemed valid for all purposes.
 - (g) Subject to the provisions of the Act and of these presents the Chairman shall be the sole and absolute judge of the validity of any vote tendered.
 - (h) No vote shall be given by proxy.

9.-MINUTES

- 34 Minutes of the proceedings of all meetings of the Board and of any committee or sub-committee, shall be kept and be recorded in books kept for the purpose, and shall be signed by the Chairman of the Meeting, or of the Meeting at which the minutes are read and confirmed, or, failing him, by any two members present, and every such minute purporting to be so signed shall be prima facie evidence of the facts stated therein, and in every case the burden of proof of error shall be wholly on the person making an objection to the entry

10.-THE SEAL

- 35 The ~~Council~~Bishop's Council shall provide a Common Seal for the Board, and shall also provide for its safe custody

- 36 The Common Seal of the Board shall always be deposited at the office and shall never be used except by the authority of the ~~Council~~Bishop's Council previously given by resolution, either with reference to a particular instrument or generally, and every instrument to which the seal shall be affixed shall be signed by two members of the ~~Council~~Bishop's Council, or by one member of the ~~Council~~Bishop's Council and the Secretary No person dealing with the Board shall be bound or concerned to see or inquire as to the authority under which any instrument is sealed

11.-RECEIPTS, DISBURSEMENTS, &c.

- 37 The Banking account shall be kept in the name of the Board at such Bank as the ~~Council~~Bishop's Council shall from time to time appoint and every sum shall be paid by a cheque on the Bankers, all sums received shall be paid in full into the banking account

- 38 All cheques, bills of exchange or promissory notes shall be drawn, signed, accepted, made and endorsed in such manner and by such person or persons as the ~~Council~~Bishop's Council shall from time to time direct

- 39 No payment shall be made without the order of the ~~Council~~Bishop's Council, except payments on petty cash account, for which the ~~Council~~Bishop's Council may place at the disposal of the Secretary or Manager such sum as they may think fit, not exceeding at any one time fifty pounds

- 40 All subscriptions and other moneys payable to the Board shall be received by the Treasurer, or such other officer of the Board as the ~~Council~~Bishop's Council shall appoint to receive the same, and the receipt of such Treasurer, or such other officer as aforesaid, shall be a sufficient discharge

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12.-ACCOUNTS

- 41 The ~~Council~~Bishop's Council shall in accordance with the requirements of Section 147 of the Act, cause true accounts to be kept in such books, and in such manner as they think fit, of all the receipts, credits, payments and liabilities of the Board, and of each object or purpose in the management or administration of whose affairs the Board shall for the time being act, and of all other matters necessary for showing the true state and condition of the Board and of all the several departments thereof Such books of

accounts and all vouchers relating thereto, and all the documents belonging to the Board, shall be kept at such place or places of security and under the control of such officers as the ~~Council~~Bishop's Council shall from time to time appoint, and subject to any reasonable restrictions as to the time and manner of inspecting the same that may from time to time be imposed by the Board in General Meeting, shall be open to the inspection of the members during business hours

42 The ~~Council~~Bishop's Council shall, subject to and in accordance with the provisions of the Act, submit to the Annual General Meeting or failing this to an Extraordinary General Meeting of the Board, and the Board shall submit annually to The Diocesan Synod, a balance sheet, together with a statement made to the 31st day of March next preceding, or such other day as ~~Council~~Bishop's Council shall from time to time determine, of the income and expenditure of the Board, since the last preceding statement, and a report by the ~~Council~~Bishop's Council (complying with the said requirements) on the state and progress of the Board, and the balance sheet, statement and report shall be signed by at least two members of the ~~Council~~Bishop's Council and the Secretary, or in such other manner as the Committee shall from time to time direct

43 A printed copy of such balance sheet, statement and report (including every document required by law to be annexed thereto) shall not less than twenty-one days at least previous to such Annual or Extraordinary General Meeting, be sent to each member on the Register of Members of the Board in the manner in which notices are hereinafter directed to be served

44 Every such balance sheet and statement, when audited by the Auditors and approved by a General Meeting, shall be conclusive except as regards any error therein discovered within three months after such approval, and any such error so discovered shall be forthwith corrected

13.-AUDIT

~~45~~ Auditors shall be appointed and their duties regulated in accordance with Sections 159 to 162 of the Act, The ~~Council~~Bishop's Council shall being treated as Directors directors of the Board for the purposes of these Sections
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14.-NOTICES

46 Every member shall from time to time in writing name to the Secretary a place of address in the United Kingdom as the address of such member, and the place so named shall be entered in the Register of Members of the Board as his address, and shall for the purposes of these presents be deemed his registered address

47 A notice may be served by the Board on any member, either personally or by sending it through the post in a prepaid letter addressed to such member at his registered address. Any notice so sent shall be deemed to have been served at the time when the letter containing the same would be delivered in the regular course of post, and, in proving such service, it shall be sufficient to prove that the letter containing the notice was properly addressed and put into a letter box

15.-INDEMNITY

48 Every member of the ~~Council~~Bishop's Council, and of any other committee appointed as aforesaid, and every other officer for the time being of the Board, shall be indemnified out of the funds of the Board against all losses and expenses incurred in

the discharge of his duties, except such as happen through his own dishonesty or wilful act, neglect or default, and each one shall be chargeable only for so much money or property as he shall himself actually receive for or in discharge of the business of the Board, and each one shall be answerable only for his own act, neglect, or default, and not for those of any other person, nor for the insufficiency of any security for money invested or title to any estate or property acquired, nor for any loss or damage which may happen in the discharge of his duties, unless the same shall happen through his own dishonesty or wilful act neglect or default But this provision shall have effect subject to ~~Section 205 of the Act~~

16. GENERAL

- 49 Subject and without prejudice to the Memorandum of Association and these Articles, and to the special powers hereby conferred upon the ~~Council~~Bishop's Council, the Board and the ~~Council~~Bishop's Council shall, in the management, disposal and application of the funds, property and revenue of any body, in the management or administration of whose affairs the Board shall act, observe, conform to and comply with, in all lawful respects, the general trusts and regulations affecting the same
- 49-
- 50 In the exercise of its powers and duties the Board shall comply with such directions as may from time to time be given to the Board by The Diocesan Synod and may act as a Committee of The Diocesan Synod when the Synod so desires
- 51 Clause 9 of the Memorandum of Association (relating to the winding up and dissolution of the Board) shall have effect as if the provisions thereof were repeated in these presents

J HARDY,

Chairman