

No. of
Certificate

~~79323~~ 79323/1

(Price Twopence.)

Form No. 41.

"COMPANIES' ACTS, 1862 to 1900."



A 5/-
Companies'
Registration
Fee Stamp
to be
impressed
here.

Swindle

DECLARATION of Compliance with the requisitions of the Companies'

Acts, made pursuant to S. 1 (2) of the Companies' Act, 1900 (63 and 64

Vict. Ch. 48) on behalf of a Company proposed to be registered as the

Church Association Trust.

Presented for Filing

by Wainwright & Co

of Staple Inn W.C.

Solicitors

ms

NOTE.—This margin is reserved for binding, and must not be written across.



I Thomas Gate Worfold

of 9 Staple Inn Holborn in the County of
Middlesex.

(a) Here insert:
"A Solicitor of the
High Court engaged
in the formation,"

or
"A director" or
"Secretary named in
the Articles of
Association."

Do solemnly and sincerely declare that I am ^(a) A solicitor of the
High Court engaged in the formation

of the Church Association Trust

~~Limited~~, and That all the requisitions of the Companies' Acts in respect of
matters precedent to the registration of the said Company and incidental
thereto have been complied with. And I make this solemn Declaration
conscientiously believing the same to be true and by virtue of the provisions
of the "Statutory Declarations Act, 1835."

Declared at No 9 Staple Inn in
the County of Middlesex

the 4th day of December
one thousand nine hundred and three, before
me,

Thomas Gate Worfold

F. 23484

LICENCE BY THE BOARD OF TRADE,

pursuant to Section 23 of the Companies Act, 1867.

WHEREAS it has been proved to the Board of Trade that the *Church Association Trust* _____ which is about to be registered under the Companies Acts, 1862 to 1900, as an Association limited by guarantee, is formed for the purpose of promoting objects of the nature contemplated by the 23rd section of the Companies Act, 1867, and that it is the intention of the said *Trust* _____

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 *Trust* _____ 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 *Trust* _____

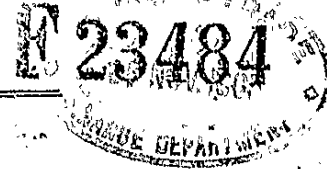
NOW, THEREFORE, the Board of Trade, in pursuance of the powers in them vested, and in consideration of the provisos and subject to the conditions contained in the Memorandum of Association of the said *Trust* _____ as subscribed by *nine* members thereof on the *24th* day of *November* 190*3*, do by this their licence direct the *Church Association Trust* _____ 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 *27th* day of *November* 190*3*.

T W P Momefield

An Assistant Secretary to the Board of Trade.

21003
THE COMPANIES ACTS, 1862 to 1900.



THE CHURCH ASSOCIATION TRUST.

Memorandum AND Articles of Association.

WAINWRIGHT & CO.,
9, Staple Inn, W.C.

THE COMPANIES ACTS, 1862 to 1900.

THE CHURCH ASSOCIATION TRUST.

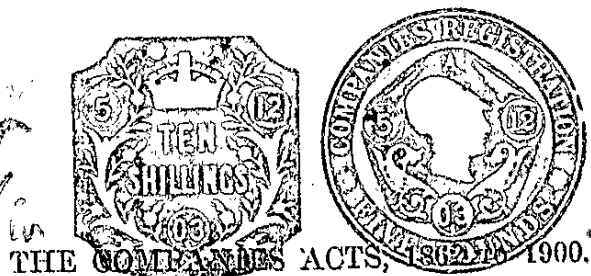
Memorandum

AND

Articles of Association.

WAINWRIGHT & CO.,
9, Staple Inn, W.C.

79323/5
25
107



Memorandum of Association
OF
THE CHURCH ASSOCIATION TRUST.

- 1.—The name of the Company is "THE CHURCH ASSOCIATION TRUST."
- 2.—The registered office of the Company (hereinafter called "the Trust") will be situate in England.
- 3.—The objects for which the Trust is established are :—
 - (A) To act as Trustee, either alone or jointly, with any person or persons for or under the direction of the Council, or other Governing Body for the time being, of the unincorporated Society or Association known as "the Church Association" (hereinafter called "the Association") whose office is situate at 13 and 14, Buckingham Street, Strand, in the County of London, and for that purpose to take over and hold and, under such direction as aforesaid, manage, sell, lease and otherwise dispose of all or any of the lands, buildings, investments and property whatsoever real and personal, movable or immovable in any part of the world belonging to the Association, which can legally be vested in the Trust.
 - (B) To purchase, take on lease, or otherwise acquire for, and on behalf of, and as Trustee for the Association, and under and subject to the directions of the Council or other Governing Body for the time being of the Association (hereinafter called "the Council") from time to time to manage, let, sell, exchange, mortgage or otherwise dispose of, real and personal property of every kind, description, and tenure in any part of the world; but as to land in England, subject to the provisions of the 21st Section of the Companies Act of 1862.
 - (C) To procure (where necessary or expedient) the Trust to be duly registered or otherwise constituted or recognized by law in any other country in which the Trust shall from time to time acquire or hold or contemplate acquiring or holding property.
 - (D) To do all or any of the above-mentioned things and such other lawful things as are incidental or conducive to the attainment of the above objects, by or through trustees, agents, or otherwise, and either alone or in conjunction with others.

Handwritten signature
REGISTRATION
10.1.1904

Provided that in case the Trust shall take or hold any property, subject to the jurisdiction of the Charity Commissioners for England and Wales, the Trust shall, if required by the Charity Commissioners, vest the same in Special Trustees thereof, and provided that as regards any such property the Trust shall not sell, mortgage, charge, or lease the same without such consent as may be required by law, and as regards any such property the Directors of the Trust shall be chargeable for such property as may come into their hands, and shall be answerable or 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 Managers or Trustees thereof have been if no incorporation had been effected, and the incorporation of the Trust shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such Directors, but they shall as regards any such property be subject jointly and separately to such control and authority as if the Trust were not incorporated. In case the Trust shall take or hold any property which may be subject to any trusts, the Trust shall only deal with the same in such manner as allowed by law having regard to such trusts.

4.—The property of the Trust and the income thereof whencesoever derived shall be dealt with and applied subject to and under the direction of the Council solely towards the promotion of the objects of the Trust 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 Trust. Provided that, subject to the provision contained in Clause 6 hereof, nothing herein shall prevent the payment in good faith of remuneration to any officers or servants of the Trust or to any member of the Trust or other person in return for any services actually rendered to the Trust.

5.—The 4th paragraph of this Memorandum is a condition on which a licence is granted by the Board of Trade to the Trust in pursuance of Section 23 of the Companies Act, 1867.

6.—If any member of the Trust pays or receives any dividend, bonus or other profit in contravention of the terms of the 4th paragraph of this Memorandum his liability shall be unlimited. And no remuneration shall be given to any Director, except repayment of out-of-pocket expenses and interest on money lent. If any payment shall be made to any Director, in contravention of the provisions of this clause, the liability of any Director who shall receive or make such

payment, after he has been advised in writing that it is unauthorised, shall be unlimited. Provided always that this clause shall not apply to any payment to any railway, gas, electric lighting, water, cable or telephone company, of which any Director of the Trust may be a member, or any other company in which such Director shall not hold more than one-hundredth part of the capital, and such Director shall not be liable to account for any share of profits he may receive in respect of such payment.

7.—Every member of the Trust undertakes to contribute to the assets of the Trust 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 Trust contracted before the time at which he ceases to be a member, and of the costs, charges and expenses of winding up the Trust, and for the adjustment of the rights of the contributories amongst themselves such amount as may be required, not exceeding One pound, or in case of his liability becoming unlimited, such other amount as may be required in pursuance of the last preceding paragraph of this Memorandum.

8.—If upon the winding-up or dissolution of the Trust 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 Trust, but if and so far as effect can be given to the next provision shall be given or transferred to the Association, or to persons nominated by the Association as Trustees for the Association to some other society or societies, institution or institutions, having objects similar to the objects of the Association, to be determined by the members of the Trust 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.

9.—True accounts shall be kept of the sums of money received and expended by the Trust, and of the matters in respect of which such receipt and expenditure take place, and of the property, assets and liabilities of the Trust, 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 Trust for the time being, shall be open to the inspection of the members. Once at least in every year, the accounts of the Trust shall be examined and the correctness of the balance sheet ascertained by one or more properly qualified Auditor or Auditors.

4

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

NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS.

Alexander William Cobham *Shinfield Manor, Reading*
J. & F. Berks - ✓
Edward C. Darbyshire *Stonleigh Upper Newwood*
Merchant
R. W. Robinson *Retired Colonel - 1 Whitehall Gardens*
John Pringle Banachong *St. Thomas' Vicarage, Lambeth*
Clerk in Holy Orders.
Joseph Wood Richards Adams *15 De Vere Gardens*
London W
J.P. County of London
Malcolm Arbuthnot Alves *43 Cromwell Houses*
London S.W.
✓ *Mr* Charles Edward Hobart *St. Colonel R.E. (Retired)*
2 De Vere Road, Sydney
Captain Retired Army
East India Service
Howard F. Stubbs. M.A. *Addlestone, Surrey*
Kent. Clerk in Holy Orders.
Dr. James Nicholson *Norton Lodge, West Hill*
Sydenham
Kent
Merchant.

Dated the 24th day of November 1903.

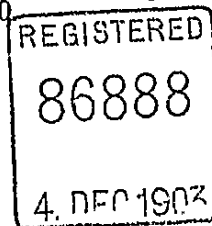
Witness to the above-named signatures—

T. Lato Korapola

Solicitor a.s. to the Company



THE COMPANIES ACTS, 1862 to 1900



Articles of Association

OF

THE CHURCH ASSOCIATION TRUST.

PRELIMINARY.

1.—In these Articles, unless there is something in the context inconsistent therewith, the following expressions shall have the following meanings :—

- (A) "The Trust" means the Church Association Trust.
 - (B) "Month" means calendar month.
 - (C) "The Office" means the registered office for the time being of the Trust.
 - (D) "The Association" means the Society or Association known as the Church Association, whose office is presently situate at 13 & 14, Buckingham Street, Strand, in the County of London.
 - (E) "The Council" means the Council or other governing body for the time being of the Association.
- "In writing" means written or printed or partly written and partly printed.

Words importing the singular only, include the plural, and *vice versa*.

Words importing the masculine only, include the feminine.

Words importing persons include corporations.

**QUALIFICATION, ADMISSION, AND RETIREMENT
OF MEMBERS.**

2.—For the purposes of registration the Trust is declared to consist of 25 members, but the Directors may, when they think fit, register an increase of members.

Handwritten signature
REGISTRAR

3.—The subscribers to the Memorandum and Articles of Association shall be the first members of the Trust, and the Directors may, with the approval of the Council, from time to time admit to be members of the Trust such other persons as, in the interests of the Trust and the Association, they may think fit so to admit (so that the prescribed number of members be not at any time exceeded).

4.—Any member may withdraw from the Trust by giving one month's notice in writing, by post, to the Secretary (addressed to the office) of his intention so to do. Upon the expiration of that notice he shall cease to be a member of the Trust.

5.—The Council may at any time by resolution require the retirement of any member from the Trust, and upon the passing of any such resolution the person whose retirement is thereby required shall cease to be a member of the Trust as from the date of the resolution, and shall not thereafter be liable to contribute to the funds of the Trust in the event of its being wound up. Notice of such resolution shall be served on the member required to withdraw within one week after the passing thereof.

6.—All the rights and liabilities of a member shall be personal only, and shall not be transferable during his life, and shall absolutely determine with his death.

GENERAL MEETINGS.

7.—The first General Meeting shall be held at such time, not being more than three months after the registration of the Trust, and at such place as may be determined by the Directors.

8.—Subsequent General Meetings shall be held once in the year 1904, and in each succeeding year, at such time and place as may from time to time be prescribed by the Directors, and if no other time or place is prescribed, a General Meeting shall be held at the office, in such month in every year, and on such day, and at such hour as may be prescribed by the Directors.

9.—The above-mentioned General Meetings shall be called Ordinary Meetings, and all other General Meetings shall be called Extraordinary.

10.—The Directors may whenever they shall think fit, and shall upon a requisition made in writing, and signed by not less than one-fourth of the members of the Trust, or made by the Council and signed by the Secretary of the Association, convene an Extraordinary General Meeting.

11.—Any requisition made by members, or by the Council, shall express the object or objects of the meeting proposed to be called, and shall be left at or sent by post to the office.

12.—Upon the receipt of such requisition, the Directors shall forthwith proceed to convene an Extraordinary General Meeting. If they do not proceed within 7 days to convene a meeting to be held within 21 days from the date of the requisition, the requisitionists or any other members amounting to the required number may themselves convene an Extraordinary General Meeting.

PROCEEDINGS AT GENERAL MEETINGS.

13.—Seven days' notice at the least specifying the place, the day, and the hour of meeting, and in case of special business, the general nature of such business shall be served on the members in manner hereinafter mentioned or in such other manner (if any) as may be prescribed by the Trust in General Meeting, but the non-receipt of such notice by any member shall not invalidate the proceedings at any General Meeting.

14.—All business shall be deemed special that is transacted at an Extraordinary Meeting, and also all that is transacted at an Ordinary Meeting, with the exception of the consideration of the accounts, balance sheet and ordinary report of the Directors.

15.—The quorum for a General Meeting, whether ordinary or extraordinary, shall be three members personally present whatever be the number of members of the Trust for the time being.

16.—If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon any such requisition as aforesaid, shall be dissolved, and in any other case shall stand adjourned to the same day in the next week, at the same time and place, and if at such adjourned meeting a quorum is not present it shall be dissolved.

17.—The Chairman (if any) of the Board of Directors shall be entitled to preside as Chairman at any General Meeting of the Trust.

18.—If there is no such Chairman, or if at any meeting he is not present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose some one of their number to be Chairman. The Chairman at a General Meeting shall have a second or casting vote.

19.—The Chairman at any General Meeting may, with the consent of the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

20.—Every question submitted to a meeting shall be decided in the first instance by a show of hands, and at any General Meeting, unless a poll is demanded by at least five members, a declaration by the Chairman that a resolution has been carried, or carried by a particular majority, or lost or not carried by a particular majority, and an entry to that effect in the minute book of proceedings of the Trust, shall be sufficient evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

21.—If a poll is demanded by five or more members it shall be taken either at once or after an adjournment, in such manner, and at such time and place as the Chairman directs, and the result of such poll shall be deemed to be the resolution of the meeting at which the same was demanded. The demand of a poll shall not prevent the continuance of the meeting for the transaction of any business other than the question on which a poll has been demanded.

VOTES OF MEMBERS.

22.—Every member shall have one vote and no more, and that vote may be given either personally or by proxy.

23.—The instrument appointing a proxy shall be in writing under the hand of the Appointor, and shall be deposited at the office not less than 48 hours before the time fixed for holding the meeting or adjourned meeting at which the person named in such instrument intends to vote. No person shall be appointed a proxy who is not a member of the Trust.

DIRECTORS.

24.—The number of Directors shall not be less than three nor more than seven, and the first Directors shall be the following persons, or such of them as shall consent to act, namely :—Alexander William Cobham, Joseph Wood Richards Adams, Edward Darbyshire, James Maden Holt, James Inskip, Benjamin Nicholson, Wellesley Robinson.

25.—Any act which, under the regulations of the Company, is to be done by the Directors may be done by a majority of them, or by a Board at which a proper quorum is present, and the Directors may act notwithstanding any vacancy or vacancies in their body.

26.—The Directors shall be elected annually by the Council, and shall hold office for one year from the date of election, unless any of them shall in the meantime die, resign, or be removed, or cease to be a member of the Trust.

27.—Any vacancy occurring among the Directors shall be filled up by the Council from the members of the Trust, but any person appointed to fill a casual vacancy shall retain his office so long only as the Director whose place he is appointed to fill would have retained office if no vacancy had occurred.

28.—The Council may at any time, and from time to time, by notice in writing signed by three members of the Council and countersigned by the Secretary of the Association, remove any Director, and appoint another member of the Trust to be a Director in his place.

29.—Any Director may at any time by notice in writing addressed to the Secretary of the Trust resign his office, and shall thereupon cease to be a Director, and any Director ceasing to be a member of the Trust shall be deemed to have resigned his office of and shall cease to be a Director.

30.—The Council may from time to time increase or reduce the number of Directors, but so that the maximum and minimum number fixed by Article 24 shall not in any case be transgressed.

POWERS AND PROCEEDINGS OF DIRECTORS.

31.—The business of the Trust shall be managed by the Directors, who may, subject to the control of the Council, exercise all such powers of the Trust as are not by the above-mentioned Acts, or by

these Articles required to be exercised by the Trust in General Meeting, subject, nevertheless, to any regulations of these Articles and to the provisions of the said Acts, and to such regulations being not inconsistent with the aforesaid regulations or provisions as may be prescribed by the Trust in General Meeting. But no regulation made by the Trust in General Meeting shall invalidate any prior act of the Directors, which would have been valid if such regulation had not been made, and notwithstanding this Article, no regulation shall be made except by Special Resolution, which shall amount to such an alteration of or addition to the Articles, as could not, apart from this Article, have been made except by Special Resolution.

32.—No purchaser or other person having any dealing with the Directors shall be concerned to enquire whether, or see that the Directors are acting in accordance with the directions of or under the control of the Council, and no act or deed done by the Directors shall be in any way invalidated by reason of the same having been done by the Directors either not in accordance with, or in disobedience to, the directions of the Council, or be capable of being upset or undone by the Council.

33.—The Directors may meet together for the dispatch of business, and adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business, and until otherwise determined such quorum shall be three. Questions arising at any meeting shall be decided by a majority of votes, and in case of an equality of votes, the Chairman shall have a second or casting vote. The Council or any Director may at any time summon or cause the Secretary of the Trust to summon a meeting of the Directors.

34.—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 at the time appointed for holding the same the Directors present shall choose some one of their number to be Chairman of such meeting.

35.—All acts done by any meeting of the 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 such Directors or persons acting as aforesaid or any of them, or that they or any of them were disqualified be as valid as if every such person had been duly appointed or was qualified to be a Director.

AUDIT.

36.—The provisions of the Companies Act, 1900, as to audit and auditors shall apply.

ACCOUNTS.

37.—The Directors shall cause true accounts to be kept of the sums of money received and expended by the Trust, and the matter in respect of which such receipt and expenditure takes place, and of all the assets and liabilities of the Trust, and shall, as to the mode of keeping, and in all other matters relating to the accounts of the Trust, comply with all directions which may from time to time be given by the Council. The books of account shall be kept at the office, and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed by the Company in General Meeting, shall be open to the inspection of the members during the hours of business, and of any person or persons appointed by the Council for that purpose.

38.—The Directors shall, once at least in every year, lay before the Trust in General Meeting a report of the proceedings and condition of the Company, and a statement of the income and expenditure for the past year, made up to a date not more than three months before such meeting.

39.—Without prejudice to the provisions of Section 21 of the Companies Act, 1900, the Council may, once a year, appoint an Auditor of the affairs of the Trust, and the Directors shall give to such Auditor all facilities and information which he may require.

NOTICES.

40.—A notice may be served by the Trust upon any member, either personally or by sending it through the post in a prepaid letter addressed to such member at his registered place of abode in the United Kingdom. Any notice, if served by post, shall be deemed to have been served at the time when the letter containing the same would be delivered in the ordinary course of 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-office. As regards those members who have no registered address in the United Kingdom, a notice posted up in the office shall be deemed to be well served on them at the expiration of 24 hours after it is so posted up.

 NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

Alexander Kitchin Cotham Shipfield House, Reading
 J. P. for Berks.
 Edward Darbyshire Skeneleigh Upper Norwood Mitcham
 R. W. Robinson Retired Colonel - 1 Whitthall Gardens, Str.
 John Bringley Banacloagh, M.A., St. Thomas' Vicarage, Lambeth,
 Clerk in Holy Orders.
 Joseph Wood Rebeccah Adams 15 Lee View Gardens
 London W.
 Michael Arbutnot Alved J. P. County of London
 43 Cromwell Houses
 London S.W.
 Charles Edward Herbert Haydon Lt. Colonel R.E. (Retired)
 2 DZ St. James's Palace
 Kent Captain Retired late
 H. E. India Service -
 Edward F. Stubbs, M.A. Iddeleigh - St. James's
 Kent. Clerk in Holy Orders.
 Benjamin Nicholson. Newton Lodge, West Hill
 Sydenham
 Merchant

 Dated this 24th day of November 1903.

Witness to the above-named signatures—

I. L. Worsfold
 Solicitor
 a Solicitor

DUPLICATE FOR THE FILE.

No. 79323



Certificate of Incorporation

I hereby Certify, That the

Church Association Trust (the word "limited" being omitted by Licence of the Board of Trade).

is this day Incorporated under the Companies' Acts, 1862 to 1900, and that the Company is **Limited.**

Given under my hand at London this *Fourth* day of *December*

One Thousand Nine Hundred and *three*.

Fees and Deed Stamps £ *6⁰ 12⁰ 6*.

Stamp Duty on Capital £ _____

H. F. Paine

Registrar of Joint Stock Companies.

Certificate received by *W. J. Meller Poling*

9 Staple Inn W.C.

Date *8th Decr 1903*

Special Resolution

(Pursuant to Section 69 of the Companies (Consolidation) Act, 1908.)

OF THE

CHURCH ASSOCIATION TRUST

Passed 6th May, 1920, Confirmed 3rd June, 1920.



REGISTERED
46852
13 JUL 1920

At an EXTRAORDINARY GENERAL MEETING of the Members of the said Trust, duly convened and held at the Offices of the Trust, 14, Buckingham Street, Strand, in the County of London, on the Sixth day of May, 1920, the following **Special Resolution** was duly passed, and at a subsequent Extraordinary General Meeting of the Members of the said Trust, also duly convened and held at the same place on the Third day of June, 1920, the following **Special Resolution** was duly confirmed:

That the following new clauses be added to the Articles of Association:

29A. Each Director shall have the power to nominate any member of the Trust approved for that purpose by the Board of Directors to act as alternate Director in his place during his inability to act as such Director, or to attend any particular Board Meeting, and on such appointment being made the alternate Director shall be subject in all respects to the terms and conditions existing with reference to the other Directors, and each alternate Director, whilst acting in the place of an absent Director, shall exercise and discharge all the duties of the Director he represents. A Director may not be nominated as an alternate Director, nor can an alternate Director represent more than one Director.

29B. Any instrument appointing an alternate Director shall, as nearly as circumstances will admit, be in the form or to the effect following:

CHURCH ASSOCIATION TRUST.

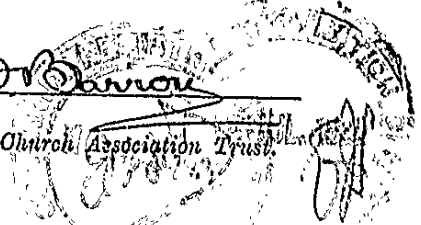
I, _____, a Director of the Church Association Trust, in pursuance of the power in that behalf contained in the Articles of Association of the Trust do hereby nominate and appoint

of _____ to act as alternate Director in my place during my inability to exercise and discharge all my duties as a Director of the Trust.

As witness my hand this _____ day of _____ 19 _____

Signature

Secretary of the Church Association Trust.



13 Buckingham St.
Strand
W.C.2.

323

28

The Church Association Trust ✓

W. B. P.

Extraordinary General Meeting

on Thursday, June 8th, 1950

at 11.30 a.m.

at 13 Buckingham Street
London, W.C.2



Special Resolution:

9 - JUN 1950

That the name of "THE CHURCH ASSOCIATION TRUST" be changed to "CHURCH SOCIETY TRUST". ✓

I hereby certify that at the Extraordinary General Meeting
of the Church Association Trust duly convened for June 8th, 1950
the Special Resolution printed above was passed unanimously.

Arthur J. Brown,

Chairman.

8 June 1950.

3569

9/6/50
by

London Sewage, Secretary, Ch. Assoc Trust
13 Buckingham St., W.C. 2.

Company Number 79323

15 JUN 1950

B

Reference: XXXCOS/870/50



COMPANIES ACT, 1948

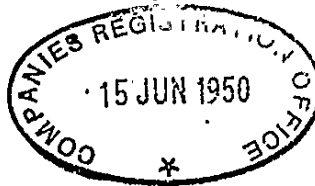
THE CHURCH ASSOCIATION TRUST ~~XXXXXX~~

Pursuant to the provisions of Sub-Section (1) of Section 18 of the Companies Act, 1948, the Board of Trade hereby approve of the name of the above-named Company being changed to

CHURCH SOCIETY TRUST

Signed on behalf of the Board of Trade
This fifteenth day of June 19450

A. I. Purley
Authorised in that behalf by the
President of the Board of Trade.



4161

No. C. 20

Printed by T. 30397-4875. Sm. 1/49. P. & N., Ltd. G813.

DUPLICATE FOR THE FILE

No. 79323



Certificate of Change of Name

I Hereby Certify that.....

THE CHURCH ASSOCIATION TRUST

having, with the sanction of a Special Resolution of the said Company and
with the approval of the BOARD OF TRADE, changed its name, is now called

CHURCH SOCIETY TRUST

(The word 'LIMITED' being omitted by Licence of the Board of Trade)

and I have entered such new name on the Register accordingly.

Given under my hand at London, this.....fifteenth.....day of
June..... One thousand nine hundred and.....fifty.....

Registrar of Companies.

Certificate received by.....

Date.....

The Church Association Trust

No. 79323

Extraordinary General Meeting

on Thursday, June 8th, 1950

at 11.30 a.m.

at 13 Buckingham Street

London, W.C.2

I hereby certify that at the Extraordinary General Meeting of the Church Association Trust duly convened for June 8th, 1950 both of the Special Resolutions printed hereunder were passed separately and unanimously.

Special Resolutions:

Arthur J. Brown,
Chairman.

8 June 1950.

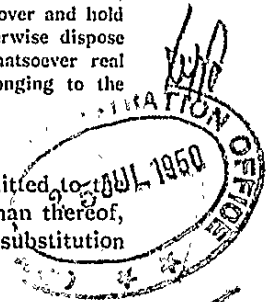
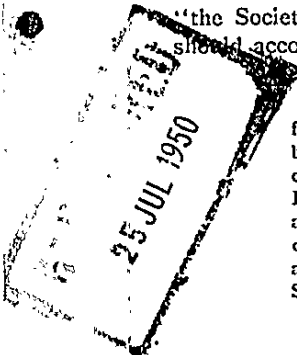
1. That in Clause (1) of the Memorandum of Association the words "The Church Association Trust" be deleted and the words "Church Society Trust" be substituted in their stead; that wherever in the Memorandum of Association the words "Church Association" occur they shall be deleted and the words "Church Society" be substituted in their stead; that wherever in the Memorandum of Association the words "the Association" occur, they shall be deleted and the words "the Society" be substituted in their stead; and in particular that Section 3 (a) should accordingly now read:

"(A) To act as Trustee, either alone or jointly, with any person or persons for or under the direction of the Council, or other Governing Body for the time being, of the incorporated Company registered as 'Church Society' (hereinafter called 'the Society') whose registered office is situate at 7, Wine Office Court, Fleet Street, in the County of London, and for that purpose to take over and hold and, under such direction as aforesaid, manage, sell, lease and otherwise dispose of all or any of the lands, buildings, investments and property whatsoever real and personal, movable or immovable in any part of the world belonging to the Society, which can legally be vested in the Trust."

2. That the regulations contained in the printed documents submitted to the meeting and for the purpose of identification subscribed by the Chairman thereof, be approved and adopted as the Articles of Association of the Trust in substitution for and to the exclusion of the existing Articles thereof.

A 4527

transferable during his life, and shall



13
2
I hereby certify that the following are the Articles of Association of the Trust approved and adopted at the meeting on 8 June 1950 and referred to in the attached Resolution. Arthur J. Brown

Companies Act, 1948.

Chairman

8 June 1950 COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL.

Articles of Association OF ~~THE~~ J.A.B. CHURCH SOCIETY TRUST

(Adopted by Special Resolution passed on the 1950).

PRELIMINARY.

1. In these Articles, save in so far as the context is inconsistent therewith, the following expressions shall have the following meanings:—
 - (a) "The Trust" means ~~the~~ Church Society Trust. A.J.B.
 - (b) "Month" means calendar month.
 - (c) "The Office" means the registered office for the time being of the Trust.
 - (d) "The Society" means ~~the~~ Church Society. A.J.B.
 - (e) "The Council" means the Council or other governing body for the time being of the Society.
 - (f) "The Act" means the Companies Act, 1948.
 - (g) "In writing" or "written" shall include any form of writing, printing, lithography, photography or other mode of representing words in a visible form.
2. For the purposes of registration the Trust was declared to consist of 25 members, but the Directors may, when they think fit, register an increase of members.
3. These Articles shall be construed with reference to the provisions of the Companies Act, 1948 (hereinafter called "the Act"), and terms used in these Articles shall be taken as having the same meanings as they have when used in the Act.
4. The Trust is established for the purposes expressed in the Memorandum of Association.

MEMBERS.

5. The Directors may, with the approval of the Council, from time to time admit to be members of the Trust such persons as, in the interests of the Trust and the Society, they may think fit so to admit but so that the prescribed number of members be not thereby exceeded.
6. Any member may withdraw from the Trust by giving one month's notice in writing, by post, to the Secretary (addressed to the office) of his intention to do so. Upon the expiration of that notice he shall cease to be a member of the Trust.
7. The Council may at any time by resolution require the retirement of any member from the Trust, and upon the passing of any such resolution the person whose retirement is thereby required shall cease to be a member of the Trust as from the date of the resolution. Notice of such resolution shall be served on the member required to withdraw within one week after the passing thereof.
8. All the rights and liabilities of a member shall be personal only, and shall not be transferable during his life, and shall absolutely determine with his death.

GENERAL MEETINGS.

9. An Annual General Meeting shall be held once in every year, not more than fifteen months after the holding of the last Annual General Meeting, at such time and place as the Directors may from time to time prescribe and shall be specified as such in the notices convening it. All other General Meetings shall be called Extraordinary General Meetings. The Directors may, whenever they think fit, and shall upon a written requisition made by the Council and signed by the Secretary of the Society, convene an Extraordinary General Meeting. Such 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.
10. Any requisition made by members, or by the Council, shall express the object or objects of the meeting proposed to be called and shall be left at, or sent by post to the Office.
11. Upon receipt of a requisition from the Council the Directors shall forthwith proceed to convene an Extraordinary General Meeting. If they do not proceed to convene a meeting within twenty-one days from the date of the requisition, the Secretary on the request of the Council shall convene an Extraordinary General Meeting.

NOTICE OF GENERAL MEETINGS.

12. An Annual General Meeting and a Meeting called for the passing of a special Resolution shall be called by at least twenty-one clear days' notice and any other General Meeting shall be called by at least fourteen clear days' notice. Every such 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 the case of special business, the general nature of that business, and shall be given to the Auditors and to the members in manner hereafter mentioned or in such other manner, if any, as may be prescribed by the Trust in General Meeting.

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 such notice shall not invalidate the proceedings of that meeting.

PROCEEDINGS AT GENERAL MEETINGS.

13. The business of an Annual General Meeting shall be to receive and consider the accounts and balance sheet and the reports of the Directors and Auditors; to elect and fix the remuneration of the Auditors and to transact any other business which ought to be transacted in accordance with these Articles at an Annual General Meeting. All other business transacted at an Annual General Meeting and all business transacted at an Extraordinary General Meeting shall be deemed special.
14. No member shall be entitled to propose any resolution or to nominate any person for any office in the Trust at any General Meeting, unless he shall have left at the registered office of the Trust at least twenty-eight days before the date of such meeting, a notice in writing of his intention to do so, containing a copy of such resolution and the names of the proposer and seconder thereof, or the name and address of a person intended to be nominated, as the case may be. Notice of the intention to propose a resolution or nominate a person for an office in the Trust pursuant to a notice so given as aforesaid shall be included in the notice of the meeting.
15. No business shall be transacted at any General Meeting of the Society unless a quorum of not less than three members is present.
16. If within half an hour from the time appointed for the holding of the meeting a quorum is not present, the meeting if called upon requisition under Article 9 shall be dissolved, and in any other case it shall stand adjourned to the same day in the following week at the same time and place, provided such place be available at the same time, otherwise at some other convenient place and time on the same day in the following week, to be fixed by the Directors, and if at such General Meeting a quorum is not present as aforesaid, the members present shall be a quorum.

- 4
17. The Chairman or failing him the Vice-Chairman for the time being of the Trust, or failing both of them such Director as shall be designated by the Directors, shall take the Chair at all General Meetings. If none of these persons is present within five minutes after the appointed time and willing to act, a Chairman shall be chosen by the members present.
 18. The Chairman at any General Meeting may, with the consent of the meeting, adjourn it from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. It shall not be necessary to give any notice to the members of an adjournment of a meeting or of the business to be transacted at an adjourned meeting.
 19. Every question submitted to a General Meeting shall be decided in the first instance by a show of hands, and unless a poll is demanded by at least five members or by a member or members present in person or by proxy a declaration by the Chairman that a resolution has been carried, or carried by a particular majority, or lost or not carried by a particular majority, and an entry to that effect in the minute book of proceedings of the Trust, shall be sufficient evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
 20. If a poll is demanded as aforesaid it shall be taken either at once or after an adjournment, in such manner, and at such time and place as the Chairman directs, and the result of such poll shall be deemed to be the resolution of the meeting at which the same was demanded. The demand for a poll shall not prevent the continuance of the meeting for the transaction of any business other than the question on which a poll has been demanded.

VOTES OF MEMBERS.

21. Every member shall have one vote only and that vote may be given on a poll either personally or by proxy.
22. The instrument appointing a proxy shall be in writing under the hand of the Appointer, and shall be deposited at the office not less than 48 hours before the time fixed for holding the meeting or the adjourned meeting at which the person named in such instrument intends to vote. No person shall be appointed a proxy who is not a member of the Trust.
23. An instrument appointing a proxy should be in the following form or a form as near thereto as circumstances admit:—

"CHURCH SOCIETY TRUST.

*I of in the County of
 being a member of the above named Trust, hereby
 appoint of or failing him
 of as my proxy to vote for me
 on my behalf at the (Annual or Extraordinary or Adjourned as the case may
 be) General Meeting of the Trust to be held on the
 day of 19 and at any adjourned meeting.
 Signed this day of 19"*

24. 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:—

"CHURCH SOCIETY TRUST

*I of in the County of
 being a member of the above named Trust, hereby
 appoint of or failing him
 of as my proxy to vote for me
 on my behalf at the (Annual or Extraordinary or Adjourned, as the case may
 be) General Meeting of the Trust to be held on the
 day of 19 and at any adjournment thereof.
 Signed this day of 19"*

5

This form is to be used *in favour of/against the resolution. Unless otherwise instructed the proxy will vote as he thinks fit.

(*Strike out whichever is not desired).

25. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
26. 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 intimation in writing of such death, insanity or revocation as aforesaid shall have been received by the Trust at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

DIRECTORS.

27. The number of Directors shall not be less than three nor more than seven.
28. Any act of the Trust not required to be done by the Trust at a General Meeting may be done by a Board Meeting at which a proper quorum is present, and the Directors may act notwithstanding any vacancy or vacancies in their body.
29. The Directors shall be elected annually by the Council from amongst the members of the Trust at the first meeting of the Council after the Annual General Meeting of the Society, and shall hold office until the first meeting after the first meeting of the Council after the Annual General Meeting of the Society in the following year, unless any of them shall in the meantime die, resign, or be removed, or cease to be a member of the Trust. Immediately upon any election or appointment of Directors the Council shall notify to the Secretary of the Trust and the Secretary shall notify to the members of the Trust the names of the elected or appointed Directors.
30. Any vacancy occurring among the Directors shall be filled up by the Council from the Members of the Trust, but any person appointed to fill a casual vacancy shall retain his office so long only as the Director whose place he is appointed to fill would have retained office if no vacancy had occurred.
31. The Council may at any time, and from time to time, by notice in writing signed by three members of the Council and countersigned by the Secretary of the Society, remove any Director, and appoint another member of the Trust to be a Director in his place.
32. Any Director may at any time by notice in writing addressed to the Secretary of the Trust resign his office, and shall thereupon cease to be a Director, and any Director ceasing to be a member of the Trust shall be deemed to have resigned his office and shall cease to be a Director.
33. Each Director shall have the power to nominate any member of the Trust approved for that purpose by the Board of Directors and the Council to act as alternate Director in his place during his inability to act as such Director, or to attend any particular Board Meeting, and on such appointment being made the alternate Director shall be subject in all respects to the terms and conditions existing with reference to the other Directors, and each alternate Director, whilst acting in the place of an absent Director, shall exercise and discharge all the duties of the Director he represents. A Director may not be nominated as an alternate Director, nor can an alternate Director represent more than one Director.
34. Any instrument appointing an alternate Director shall, as nearly as circumstances will admit, be in the form or to the effect following:—

"CHURCH SOCIETY TRUST.

I a Director of the Church Society Trust, in pursuance of the power in that behalf contained in the Articles of Association of the Trust do hereby nominate and appoint of to act as alternate Director in my place during my inability to exercise and discharge all my duties as a Director of the Trust.

As witness my hand this day of 19
Signature"

35. The Council may from time to time increase or reduce the number of Directors, but so that the maximum and minimum number fixed by Article 27 shall not in any case be transgressed.
36. The Trust may, on the request of any Member of the Trust engaged on its business, refund the cost of any travelling or subsistence expenditure, properly and necessarily incurred by a Director or Member, solely by reason of his attendance at a meeting of the Board or of the Trust, or his otherwise being engaged on the business of the Trust.

DISQUALIFICATION OF DIRECTORS.

37. The Office of Director shall be vacated if he:—
- (a) becomes bankrupt or compounds with his creditors; or
 - (b) becomes prohibited from being a member by any order under section 188 of the Act; or
 - (c) becomes of unsound mind; or
 - (d) is removed from office pursuant to section 184 of the Act.
- No person shall be disqualified from being appointed or elected as a Director or be liable to vacate his office by reason of his attaining or having attained the age of seventy or any other age and the Trust shall not be subject to Section 185 of the Act.

POWERS AND PROCEEDINGS OF DIRECTORS.

38. The business of the Trust shall be managed by the Directors, who may exercise all such powers of the Trust as are not by the Act or by these Articles required to be exercised by the Trust in General Meeting, subject, nevertheless to any regulations of these Articles and to the provisions of the said Acts, and to such regulations being not inconsistent with the aforesaid regulations or provisions as may be prescribed by the Trust in General Meeting. But no regulation made by the Trust in General Meeting shall invalidate any prior act of the Directors, which would have been valid if such regulation had not been made, and notwithstanding this Article, no regulation shall be made except by Special Resolution, which shall amount to such an alteration of or addition to the Articles, as could not, apart from this Article, have been made except by Special Resolution.
39. The Directors may meet together for the dispatch of business, and adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business, and until otherwise determined such quorum shall be three. Questions arising at any meeting shall be decided by a majority of votes, and in case of an equality of votes, the Chairman shall have a second or casting vote.
40. The Council or any Director may at any time summon or cause the Secretary of the Trust to summon a meeting of the Directors. A Director who is absent from the United Kingdom shall not be entitled to notice of a meeting of Directors.
41. The Directors may elect a Chairman and a Vice-Chairman of the Board of Directors and determine the period for which he is to hold office, but if no such Chairman or Vice-Chairman is elected or if at any meeting the Chairman or in his absence the Vice-Chairman is not present at the time appointed for holding the same the Directors present shall choose one of their number to be Chairman of such meeting.
42. The Directors shall cause Minutes to be made in books provided for the purpose
- (a) of all appointments of officers made by the Directors;
 - (b) of the names of the Directors present at each meeting of the Directors and at any Committee of the Directors;
 - (c) of all resolutions and proceedings of all meetings of the Trust and of the Directors;
- and every Director present at any meeting of Directors shall sign his name in a book to be kept for that purpose.

- 7
43. A resolution in writing signed by all the Directors for the time being entitled to receive notice of meetings 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.

SECRETARY.

44. The Secretary of the Trust shall normally be the Secretary of the Society. He shall be appointed by the Directors for such term, at such a remuneration if any, and upon such conditions as they may think fit. The provisions of Sections 177 and 179 of the Act shall apply and be observed, and any Secretary so appointed may be removed by them.

SEAL.

45. The Directors shall have a Seal and may from time to time destroy this Seal and substitute a new one in its stead. The Seal shall be deposited at the registered office of the Trust and every document 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 AND AUDIT.

46. The Directors shall in accordance with the requirements of Section 147 of the Act cause true accounts to be kept of the sums of money received and expended by the Trust, and the matters in respect of which such receipts and expenditure take place, of all sales and purchases of goods by the Trust; and of all the assets and liabilities of the Trust, and shall, as to the mode of keeping, and in all other matters relating to the accounts of the Trust, comply with the requirements of the Act and with all lawful directions which may from time to time be given by the Council. The books of account shall be kept at the office, and shall always be open to the inspection of the Directors, and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed by the Trust in General Meeting, shall be open to the inspection of the members other than the Directors during the hours of business, and of any person or persons appointed by the Council for that purpose.
47. The Directors shall from time to time in accordance with Sections 148 and 157 of the Act cause to be prepared and to be laid before the Trust in General Meeting such income and expenditure accounts, balance sheets and reports as are referred to in these sections.
48. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Trust in General Meeting, together with the Auditor's report, shall be sent out not less than twenty-one clear days before the date of the meeting to every member and to the Auditors; provided that this Article shall not require a copy of these documents to be sent to any member whose address is not known.
49. All moneys received shall forthwith be paid to the credit of the Trust at its Bankers and such payments shall be made and cheques signed as may from time to time be ordered by the Directors.
50. Every such account and balance sheet as aforesaid, when audited and approved by the Annual General Meeting, shall be conclusive, except as regards any error discovered therein, within three months after such approval. Any such error so discovered shall forthwith be corrected.
51. Auditors shall be appointed and their duties regulated in accordance with Sections 159 to 162 of the Act. No Director or officer of the Trust (an Auditor for the purpose of this clause not being deemed to be an officer) shall be eligible or capable of continuing in office as an Auditor. The Auditor or Auditors shall be eligible for re-election on quitting office and, in case of a vacancy occurring between two Annual General Meetings, the Directors shall appoint a suitable person to act until the next Annual General Meeting.

NOTICES.

52. Notices may be served on the Trust by posting them to or leaving them at the registered office, and notices to be given by the Society may be signed by the Chairman or by the Vice-Chairman for the time being of the Trust or by the Secretary or by any person authorised by the Directors, and need not be under seal.
53. A notice may be served by the Trust upon any member either personally or by sending it through the post in a prepaid letter addressed to such member at his registered place of abode in the United Kingdom. Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter is put into the post, and in proving such service, it shall be sufficient to prove that the letter containing the notice was properly addressed prepaid and put into the post. As regards those members who have no registered address in the United Kingdom, a notice posted up in the office shall be deemed to be well served on them at the expiration of 24 hours after it is so posted up.

WINDING UP.

54. Clause 8 of the Memorandum of Association of the Trust relating to its winding up and dissolution shall apply and have effect as if the provisions thereof were repeated in these Articles.

Lister 2

Chairman

33

Companies Acts, 1862 to 1900.

2009

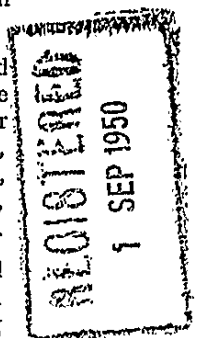
Memorandum of Association

OR

CHURCH SOCIETY TRUST



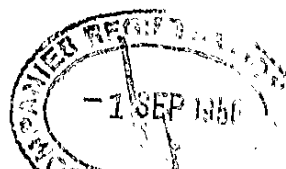
1. The name of the Company is CHURCH SOCIETY TRUST.
2. The registered office of the Company (hereinafter called "the Trust") will be situate in England.
3. The objects for which the Trust is established are:—
 - (a) To act as Trustee, either alone or jointly, with any person or persons for or under the direction of the Council, or other Governing Body for the time being, of the incorporated Company registered as "Church Society" (hereinafter called "the Society") whose registered office is situate at 7, Wine Office Court, Fleet Street, in the County of London, and for that purpose to take over and hold and, under such direction as aforesaid, manage, sell, lease and otherwise dispose of all or any of the lands, buildings, investments and property whatsoever real and personal, movable or immovable in any part of the world belonging to the Society, which can legally be vested in the Trust.
 - (b) To purchase, take on lease, or otherwise acquire for, and on behalf of, and as Trustee for the Society and under and subject to the directions of the Council or other Governing Body for the time being of the Society (hereinafter called "the Council") from time to time to manage, let, sell, exchange, mortgage or otherwise dispose of, real and personal property of every kind, description, and tenure in any part of the world; but as to land in England, subject to the provisions of the 21st Section of the Companies Act of 1862.
 - (c) To procure (where necessary or expedient) the Trust to be duly registered or otherwise constituted or recognized by law in any other country in which the Trust shall from time to time acquire or hold or contemplate acquiring or holding property.
 - (d) To do all or any of the above-mentioned things and such other lawful things as are incidental or conducive to the attainment of the above objects, by or through trustees, agents, or otherwise, and either alone or in conjunction with others.



Provided that in case the Trust shall take or hold any property, subject to the jurisdiction of the Charity Commissioners for England and Wales, the Trust shall, if required by the Charity Commissioners, vest the same in Special Trustees thereof, and provided that as regards any such property the Trust shall not sell, mortgage, charge, or lease the same without such consent as may be required by law, and as regards any such property the Directors of the Trust shall be chargeable for such property as may come into their hands, and shall be answerable or 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 Managers or Trustees thereof have been if no incorporation had been effected, and the incorporation of the Trust shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such Directors, but they shall as regards any such property be subject jointly and separately to such control and authority as if the Trust were not incorporated. In case the Trust shall take or hold any property which may be subject to any trusts, the Trust shall only deal with the same in such manner as allowed by law having regard to such trusts.

Miss R. Jones.
Dean Wace House
7, Wine Office
Court,
Fleet Street E.C.4.

3814



A

THE COMPANIES ACTS 1948 TO 1980

Annual return of a company not having a share capital

Pursuant to sections 125 of the Companies Act 1948
as amended by the Companies Act 1976 and to section
126 of the Companies Act 1948

Please do not
write in this
binding margin

For official use

Company number

80

79323

Annual return of

Please complete
legibly, preferably
in black type, or
bold block lettering

CHURCH SOCIETY TRUST

XXXXX

*delete if
inappropriate

†The year
entered in both
these spaces
should be the
same unless the
annual general
meeting is held
in the last 14
days of the
calendar year.

made up to the 30th November 1982 † being the fourteenth
day after the date of the annual general meeting for the year 1982 †

Address of registered office of the company

Whitefield House, 186 Kennington Park Road, London SE11 4BT

Situation of the Registers of Members and Debenture Holders, if kept at an address
other than the registered office or where the Register of Members or the Register of
Debenture Holders is kept otherwise than in a legible form and the place for
inspection of such register is elsewhere than at the registered office, the
situation of such place for inspection.

Register of members (notes 1 and 2) N/A

Register of debenture holders (notes 1 and 2) N/A

Total amount of indebtedness of the company in respect of all
mortgages and charges which are required to be registered with
the Registrar of Companies (note 3) None £

†enter number
of continuation
sheets attached

We certify this return which comprises pages 1 and 2 [plus † 2 continuation sheets]*

Signed David Wheaton Director, and John R. Bantam Acting Secretary

Banking companies see note 13

Presenter's name, address and
reference (if any):

For official use
General section

Post room



Acting

Particulars of the person who is the secretary of the company at the date of this return

Name (notes 5, 10 and 11)	John Raymond Bournon
Former name(s) (note 6)	
Address (notes 11 and 12)	Christ Church Vicarage 15 Hanbury Close Ware

Please do not write in this binding margin

Please complete legibly, preferably in black type, or bold block lettering

Particulars of the persons who are directors of the company at the date of this return (note 4)

Name (note 5)	John Raymond Bournon	Nationality	British
Former name(s) (note 6)		Date of birth (note 7)	
Address (note 8)		Christ Church Vicarage, 15 Hanbury Close, Ware, Herts	
Business occupation and particulars of other directorships (note 9)			
Clergyman			

Name (note 5)	Oliver Wright Holmes	Nationality	British
Former name(s) (note 6)		Date of birth (note 7)	
Address (note 8)		Mickleham, Overdale, Ashted, Surrey	
Business occupation and particulars of other directorships (note 9)			
Retired			

Name (note 5)	Thomas Leslie Livermore	Nationality	British
Former name(s) (note 6)		Date of birth (note 7)	
Address (note 8)		3, Church Farm Road, Heacham, Kings Lynn, Norfolk	
Business occupation and particulars of other directorships (note 9)			
Retired clergyman			

Please do not
write in this
binding margin.

THE COMPANIES ACTS 1948 TO 1976

Continuation sheet for the list of directors or their particulars
for other directorships

This list should be attached to and form part of the annual return for the company made up
to 30th November 1982

Continuation sheet No. 1
of 2

Please complete
legibly, preferably
in black type, or
bold block lettering

Company number

79323

Name of company

CHURCH SOCIETY TRUST

*delete if
inappropriate

Particulars of other directors (continued)

Name (note 5)	John Alexander Motyer	Nationality	British
Former name(s) (note 6)			
Address (note 8)		Date of birth (note 7)	
43, Bracksome Road, Westbourne, Bournemouth, Dorset			
Business occupation and particulars of other directorships (note 9)			
Clergyman			

Name (note 5)	Pamela Mary Ragbourne	Nationality	British
Former name(s) (note 6)			
Address (note 8)		Date of birth (note 7)	
49 Queensland Avenue, London N18 1AT			
Business occupation and particulars of other directorships (note 9)			
Deaconess			

Name (note 5)	Michael William Walters	Nationality	British
Former name(s) (note 6)			
Address (note 8)		Date of birth (note 7)	
The Vicarage, Goughs Lane, Knutsford, Cheshire.			
Business occupation and particulars of other directorships (note 9)			
Clergyman			



THE COMPANIES ACTS 1948 TO 1976

Continuation sheet for the list of directors or their particulars for other directorships

This list should be attached to and forms part of the annual return for the company made up

to 30th November 1983

Continuation sheet No. 2
of 2

so complete
bly, preferably
black type, or
block lettering

is if
appropriate

Company number

89323

Name of company

CHURCH SOCIETY TRUST

XXXXXX*

Particulars of other directors (continued)

Name (note 5)	David Harry Wheaton	Nationality	British
Former name(s) (note 6)			
Date of birth (note 7)			
Address (note 8)	Oak Hill College, Southgate, London N14		
Business occupation and particulars of other directorships (note 9)			
Clergyman			
Principal Oak Hill College. Director Ordination Candidates			
Training Fund Incorp. Trust Ltd. London Bible College Ltd.			
Oak Hill College Bookroom Ltd.			

Name (note 5)	Nationality
Former name(s) (note 6)	Date of birth (note 7)
Address (note 8)	
Business occupation and particulars of other directorships (note 9)	

Name (note 5)	Nationality
Former name(s) (note 6)	Date of birth (note 7)
Address (note 8)	
Business occupation and particulars of other directorships (note 9)	



Department of Trade and Industry
COMPANIES REGISTRATION OFFICE
Companies House Crown Way
CARDIFF CF4 3UZ

Tel: Cardiff (0222) 388588 Ext. 2060

CHURCH SOCIETY TRUST
DEANWALL HOUSE
7 WINE OFFICE COURT
LONDON EC4

Please address any reply to the Registrar

quoting reference DEF6 79323

Gazette List Number 2633

Date

24 SEP 1985

COMPANIES ACT 1985
CHURCH SOCIETY TRUST

In pursuance of section 652 of the Companies Act 1985 the Registrar of Companies hereby gives NOTICE that at the expiration of three months from the date of this Notice the name of your company will, unless cause is shown to the contrary, be struck off the register and the company will be dissolved.

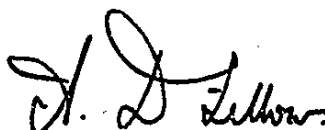
A D FELLOWS
for Registrar

DISSOLVED

79323

CHURCH SOCIETY TRUST

This Company was struck off the Register under Section 652(5)
of the Companies Act 1985 and dissolved by notice in the
London Gazette dated 14 JANUARY 1986



(A D FELLOWS)
for Registrar

DEF 1 SENT	21/09/84
DEF 2 SENT	22/02/85
DEF 3 SENT	04/04/85
FIRST GAZ	13/09/85

F.

No 003942 of 1987

CR49/509/87

IN THE HIGH COURT OF JUSTICE

79323

CHANCERY DIVISION

29/10/87 11:50AM 29993 CLKHw4
CY.O.FEE .25
CASH .25

MR REGISTRAR SCOTT

Wednesday the 7th day of October 1987

IN THE MATTER of CHURCH SOCIETY TRUST

29/10/87 11:51AM 29994 CLKHw4
CY.O.FEE .75
CASH .75

and

IN THE MATTER of THE COMPANIES ACT 1985

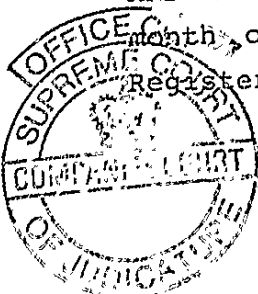
UPON THE APPLICATION by Originating Summons dated the 4th August 1987 of the above-named Church Society Trust (hereinafter called "the Company") and of David Harry Wheaton a member of the Company

AND UPON HEARING the solicitors for the Applicants and for the Registrar of Companies (the Respondent)

AND UPON READING the said Originating Summons the Affidavit of David Norman Samuel filed the 22nd September 1987 the Affidavit of Nicholas John Cody filed the 6th October 1987 and the Exhibits in the said Affidavits respectively referred to

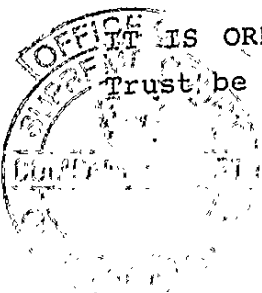
AND there being no opposition on behalf of Her Majesty to the relief sought by the said Originating Summons as appears from the said Affidavit of Nicholas John Cody and Exhibit "NJC 3" thereto

AND the Applicants by their Solicitors undertaking within one month of the restoration of the name of the Company to the Registrar of Companies:-



- (1) to procure delivery to the Registrar of Companies in respect of the financial year of the Company determined by reference to its accounting reference period ended the 31st December in each of the years 1985 and 1986 inclusive a copy of every document to be comprised in the accounts of the Company. (Section 239, and for a small or medium sized Company within the meaning of Section 248 Schedule 8 (Part 1), of the Companies Act, 1985).
- (2) to forward to the Registrar of Companies a copy of the annual return of the Company for each of the years 1984 to 1986 inclusive in the prescribed form and signed by both a director and the secretary of the Company (Sections 364 and 365 of the Companies Act, 1985).
- (3) to send to the Registrar of Companies notification in the prescribed form of any change (i) among the directors of the Company or in its Secretary and (ii) in the particulars contained in its register of directors and secretaries and of the date on which each such change occurred (Section 288 of the Companies Act, 1985), and
- (4) to give to the Registrar of Companies notice in the prescribed form of any change in the situation of the registered office of the Company (Section 287 of the Companies Act, 1985) and
- (5) within two months of the restoration of the name of the Company to the Register of Companies to transmit to the Charity Commission at 14 Ryder Street, St. James London, SW1H 6AH statements of account for the years 1971 to 1986 inclusive giving the prescribed information about the affairs of Charity.

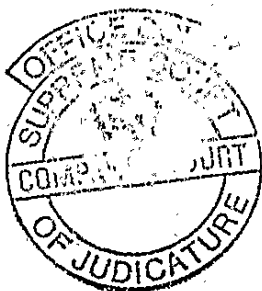
IT IS ORDERED that the name of the above-named Church Society Trust be restored to the Register of Companies



AND IT IS ORDERED that an Office Copy of this Order be delivered to the Registrar of Companies And pursuant to the Companies Act 1985 the said Church Society Trust is thereupon to be deemed to have continued in existence as if its name had not been struck off

AND IT IS ORDERED that the Registrar of Companies do advertise Notice of this Order in his official name in the "London Gazette"

AND IT IS ORDERED that the Applicants the said Church Society Trust and David Harry Wheaton do pay to the Registrar of Companies his costs of the said Application such costs to be taxed if not agreed.



John Bradburn
REGISTRAR

7th October 1987

IN THE HIGH COURT OF JUSTICE

CHANCERY DIVISION

MR REGISTRAR SCOTT

RESTORED TO THE REGISTER

Order delivered for
registration 2.11.87....

Notice published in
the London Gazette of 6.11.87

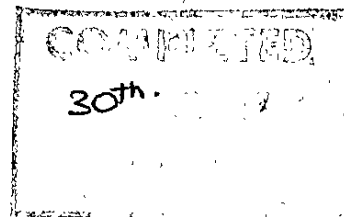
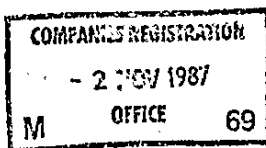
Re: CHURCH SOCIETY TRUST

and

Re: THE COMPANIES ACT 1985

G Watson
Restoration Section
Rm. 201 Ext'n 2013
2 November 1987.

ORDER
RESTORING NAME TO REGISTER



CR49/575/87

Joynton-Hicks
10 Maltravers Street
London WC2R 3BS
01 836 8456
Ref- AA/NJC

IN THE ST. ALBANS
COUNTY COURT
IN THE MATTER OF JOHN HARRIS (BERMONDSEY) LIMITED AND
IN THE MATTER OF THE COMPANIES ACT 1985

(1) BETWEEN MR. JOHN OWEN HARRIS

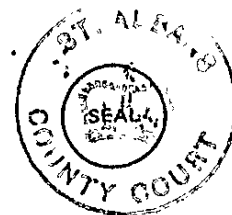
CR49/575/87
AND

THE REGISTER OF COMPANIES

APPLICANT
PLAINTIFF

273345

RESPONDENT
DEFENDANT



CASE No. 8703675

(1)
If in a
matter,
revise
heading

Before His Honour Judge M. Hickman sitting at St. Albans County Court on 19th October 1987

UPON THE APPLICATION of the above named John Harris (Bermondsey) Limited (hereinafter called "the Company") and of John Owen Harris a member of the Company on the 9th September 1987 preferred unto this Court.

AND UPON HEARING the Solicitor for the Applicants and for the Registrar of Companies (the Respondent)

AND UPON READING the said Application the Affidavit of John Owen Harris sworn the 21st day of August 1987 and the exhibits in the said Affidavit or some of them respectively referred to.

AND there being no opposition on behalf of Her Majesty to the relief sought by the said Application as appears from the said Affidavit of John Owen Harris and the exhibit thereto.

AND the Applicants by their Solicitors undertaking within one month of the restoration of the name of the Company to the Register of Companies:-

- (1) to procure delivery to the Registrar of Companies in respect of each financial year of the Company determined by reference to its accounting reference period ended the 28th February in each of the years 1985 and 1986 a copy of every document to be comprised in the accounts of the Company. (Section 239, and for a small or medium sized Company within the meaning of Section 248 Schedule 8 (Part 1) of the Companies Act, 1985)
- (2) to forward to the Registrar of Companies a copy of the annual return of the Company for the year 1986 in the prescribed form and signed by both a director and the secretary of the Company (Sections 363 and 365 of the Companies Act, 1985)
- (3) to send to the Registrar of Companies notification in the prescribed form of any change (i) among the directors of the Company or in its secretary and (ii) in the particulars contained in its register of directors and secretaries and of the date on which each such change occurred (Section 288 of the Companies Act, 1985)

THIS COURT DOTH ORDER that the name of the above named John Harris (Bermondsey) Limited be restored to the Register of Companies.

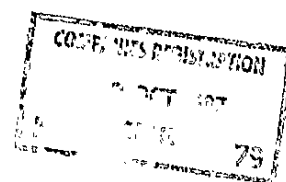
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Address all communications to the Chief Clerk AND QUOTE THE ABOVE CASE NUMBER

THE COURT OFFICE AT VICTORIA HOUSE, 117 VICTORIA ST., ST. ALBANS, HERTS AL1 3TJ

is open from 10 am to 4 pm Monday to Friday

N.24 General form of judgement or order
Order 22 Rule 1 (1)



Printed for Her Majesty's Stationery Office by
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IN THE

ST. ALBANS

COUNTY COURT

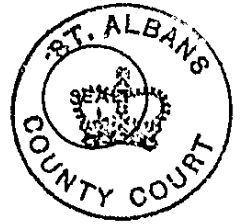
(1)
BETWEEN MR. JOHN OWEN HARRIS

APPLICANT
PLAINTIFF

AND

THE REGISTER OF COMPANIES

RESPONDENT
DEPENDANT



CASE No. 8703675

(1)
If in a
matter,
revise
heading

CONT'D

AND IT IS ORDERED that an Office Copy of this Order to be delivered to the Registrar of Companies AND pursuant to the above mentioned Act the said John Harris (Bermondsey) limited is thereupon to be deemed to have continued in existence as if its name had not been struck off

AND IT IS ORDERED that the Registrar of Companies do advertise notice of this Order in his official name in the "London Gazette"

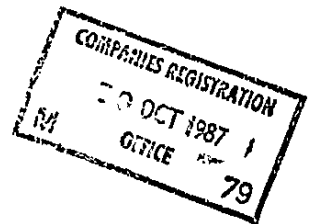
AND IT IS ORDERED that there be no Order as to the costs of this Application.

RESTORED TO THE REGISTER

Order delivered for
registration 30.10.87...

Notice published in
the London Gazette of 6.11.87.

G Watson
Restoration Section
Rm. 201 Ext'n 2013
2 November 1987.



DATED 19th OCTOBER 1987

CR49/575/87

Address all communications to the Chief Clerk AND QUOTE THE ABOVE CASE NUMBER

THE COURT OFFICE AT VICTORIA HOUSE, 117 VICTORIA ST., ST. ALBANS, HERTS AL1 3TJ

is open from 10 am to 4 pm Monday to Friday

Companies Acts, 1862 to 1900

AND

Companies Act, 1948.

79323 -

CHURCH SOCIETY TRUST

COMPANY LIMITED BY GUARANTEE AND NOT HAVING
A SHARE CAPITAL.

Memorandum

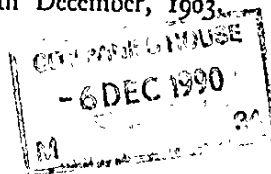
(Amended by Special Resolution passed the 8th day of June, 1950).

AND

Articles of Association

(Adopted by Special Resolution passed the 8th day of June, 1950).

Registered 4th December, 1903.



No. 79325.

CERTIFICATE OF INCORPORATION

I Hereby Certify, That the CHURCH ASSOCIATION TRUST (the word "Limited" being omitted by Licence of the Board of Trade) is this day Incorporated under the Companies' Acts, 1862 to 1900, and that the Company is LIMITED.

Given under my hand at London, this Fourth day of December, One Thousand Nine Hundred and Three.

Fees and Deed Stamps, £6 12 6.

Stamp Duty on Capital, £ Nil.

H. F. BARTLETT,
Registrar of Joint Stock Companies.

No. 79323.

CERTIFICATE OF CHANGE OF NAME

I Hereby Certify, That the CHURCH ASSOCIATION TRUST having, with the sanction of a Special Resolution of the said Company and with the approval of the BOARD OF TRADE, changed its name, is now called CHURCH SOCIETY TRUST (The word "Limited" being omitted by Licence of the Board of Trade) and I have entered such new name on the Register accordingly.

Given under my hand at London, this fifteenth day of June, One Thousand Nine Hundred and Fifty.

J. D. TODD,
Registrar of Companies.

COMPANY LIMITED BY GUARANTEE AND NOT HAVING
A SHARE CAPITAL.

Special Resolutions OF THE CHURCH ASSOCIATION TRUST

Passed the 8th day of June, 1950.

At an EXTRAORDINARY GENERAL MEETING of the CHURCH ASSOCIATION TRUST, duly convened, and held at 13, Buckingham St., Strand, London, W.C.2, on the 8th day of June, 1950, the following Resolutions were duly passed as Special Resolutions:—

1. That the name of "THE CHURCH ASSOCIATION TRUST" be changed to "CHURCH SOCIETY TRUST."
2. That in Clause (1) of the Memorandum of Association the words "The Church Association Trust" be deleted and the words "Church Society Trust" be substituted in their stead; that wherever in the Memorandum of Association the words "Church Association" occur they shall be deleted and the words "Church Society" be substituted in their stead; that wherever in the Memorandum of Association the words "the Association" occur, they shall be deleted and the words "the Society" be substituted in their stead; and in particular that Section 3 (a) should accordingly now read:
" (A) To act as Trustee, either alone or jointly, with any person or persons for or under the direction of the Council, or other Governing Body for the time being, of the incorporated Company registered as 'Church Society' (hereinafter called the 'Society') whose registered office is situate at 7, Wine Office Court, Fleet Street, in the County of London, and for that purpose to take over and hold and, under such direction as aforesaid, manage, sell, lease and otherwise dispose of all or any of the lands, buildings, investments and property whatsoever real and personal, movable or immovable in any part of the world belonging to the Society, which can legally be vested in the Trust."
3. That the regulations contained in the printed documents submitted to the meeting and for the purpose of identification subscribed by the Chairman thereof, be approved and adopted as the Articles of Association of the Trust in substitution for and to the exclusion of the existing Articles thereof.

ARTHUR J. BROWN,

CHAIRMAN.

Memorandum of Association

OR

CHURCH SOCIETY TRUST

1. The name of the Company is CHURCH SOCIETY TRUST.
2. The registered office of the Company (hereinafter called "the Trust") will be situate in England.
3. The objects for which the Trust is established are:—
 - (a) To act as Trustee, either alone or jointly, with any person or persons for or under the direction of the Council, or other Governing Body for the time being, of the incorporated Company registered as "Church Society" (hereinafter called "the Society") whose registered office is situate at 7, Wine Office Court, Fleet Street, in the County of London, and for that purpose to take over and hold and, under such direction as aforesaid, manage, sell, lease and otherwise dispose of all or any of the lands, buildings, investments and property whatsoever real and personal, movable or immovable in any part of the world belonging to the Society, which can legally be vested in the Trust.
 - (b) To purchase, take on lease, or otherwise acquire for, and on behalf of, and as Trustee for the Society and under and subject to the directions of the Council or other Governing Body for the time being of the Society (hereinafter called "the Council") from time to time to manage, let, sell, exchange, mortgage or otherwise dispose of, real and personal property of every kind, description, and tenure in any part of the world; but as to land in England, subject to the provisions of the 21st Section of the Companies Act of 1862.
 - (c) To act as Trustee of any charity having as its purpose the promotion of Evangelical principles within the Church of England.
 - (d) To procure (where necessary or expedient) the Trust to be duly registered or otherwise constituted or recognized by law in any other country in which the Trust shall from time to time acquire or hold or contemplate acquiring or holding property.
 - (e) To do all or any of the above-mentioned things and such other lawful things as are incidental or conducive to the attainment of the above objects, by or through trustees, agents, or otherwise, and either alone or in conjunction with others.

Provided that in case the Trust shall take or hold any property, subject to the jurisdiction of the Charity Commissioners for England and Wales, the Trust shall, if required by the Charity Commissioners, vest the same in Special Trustees thereof, and provided that as regards any such property the Trust shall not sell, mortgage, charge, or lease the same without such consent as may be required by law, and as regards any such property the Directors of the Trust shall be chargeable for such property as may come into their hands, and shall be answerable or 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 Managers or Trustees thereof have been if no incorporation had been effected, and the incorporation of the Trust shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such Directors, but they shall as regards any such property be subject jointly and separately to such control and authority as if the Trust were not incorporated. In case the Trust shall take or hold any property which may be subject to any trusts, the Trust shall only deal with the same in such manner as allowed by law having regard to such trusts.

4. The property of the Trust and the income thereof whencesoever derived shall be dealt with and applied subject to and under the direction of the Council solely towards the promotion of the objects of the Trust 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 Trust. Provided that, subject to the provision contained in Clause 6 hereof, nothing herein shall prevent the payment in good faith of remuneration to any officers or servants of the Trust or to any member of the Trust or other person in return for any services actually rendered to the Trust.
5. The 4th paragraph of this Memorandum is a condition on which a licence is granted by the Board of Trade to the Trust in pursuance of Section 23 of the Companies Act, 1867.
6. If any member of the Trust pays or receives any dividend, bonus or other profit in contravention of the terms of the 4th paragraph of this Memorandum his liability shall be unlimited. And no remuneration shall be given to any Director, except repayment of out-of-pocket expenses and interest on money lent. If any payment shall be made to any Director, in contravention of the provisions of this clause, the liability of any Director who shall receive or make such payment, after he has been advised in writing that it is unauthorised, shall be unlimited. Provided always that this clause shall not apply to any payment to any railway, gas, electric lighting, water, cable or telephone company, of which any Director of the Trust may be a member, or any other company in which such Director shall not hold more than one-hundredth part of the capital, and such Director shall not be liable to account for any share of profits he may receive in respect of such payment.
7. Every member of the Trust undertakes to contribute to the assets of the Trust 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 Trust contracted before the time at which he ceases to be a member, and of the costs, charges and expenses of winding up the Trust, and for the adjustment of the rights of the contributories amongst themselves such amount as may be required, not exceeding One Pound, or in case of his liability becoming unlimited, such other amount as may be required in pursuance of the last preceding paragraph of this Memorandum.
8. If upon the winding-up or dissolution of the Trust 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 Trust, but if and so far as effect can be given to the next provision shall be given or transferred to the Society, or to persons nominated by the Society as Trustees for the Society to some other society or societies, institution or institutions, having objects similar to the objects of the Society, to be determined by the members of the Trust 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.
9. True accounts shall be kept of the sums of money received and expended by the Trust, and of the matters in respect of which such receipt and expenditure take place, and of the property, assets and liabilities of the Trust, 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 Trust for the time being, shall be open to the inspection of the members. Once at least in every year, the accounts of the Trust shall be examined and the correctness of the balance sheet ascertained by one or more properly qualified Auditor or Auditors.

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

NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS.

ALEXANDER WILLIAM COBHAM, Shinfield Manor, Reading, J.P. for Berks.

EDWARD DARBYSHIRE, Stoneleigh, Upper Norwood, Merchant.

W. G. W. ROBINSON, Retired Colonel, 1, Whitehall Gardens, S.W.

JOHN BINGLEY BARRACLOUGH, M.A., St. Thomas' Vicarage, Lambeth, Clerk in Holy Orders.

JOSEPH WOOD RICHARDS ADAMS, 15, De Vere Gardens, London, W., J.P. County of London.

MALCOLM ARBUTHNOT ALVES, 43, Cromwell Houses, London, S.W., Lt.-Colonel R.E. (Retired).

HONBLE. CHARLES EDWARD HOBART-HAMPDEN, 2, De Frene Road, Sydenham, Kent, Captain, Retired, late Hon. East India Service.

WARDEN F. STUBBS, M.A., Iddesleigh, Sevenoaks, Kent, Clerk in Holy Orders.

BENJAMIN NICHOLSON, Newton Lodge, West Hill, Sydenham, Kent, Merchant.

Dated the 24th day of November, 1903.

Witness to the above-named signatures:—

T. CATO WORSFOLD,

Solicitor,

9, Staple Inn,

London, W.C.

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL.

Articles of Association
OF
CHURCH SOCIETY TRUST

(Adopted by Special Resolution passed on the 8th day of June, 1950).

P R E L I M I N A R Y .

1. In these Articles, save in so far as the context is inconsistent therewith, the following expressions shall have the following meanings:—
 - (a) "The Trust" means CHURCH SOCIETY TRUST.
 - (b) "Month" means calendar month.
 - (c) "The Office" means the registered office for the time being of the Trust.
 - (d) "The Society" means CHURCH SOCIETY.
 - (e) "The Council" means the Council or other governing body for the time being of the Society.
 - (f) "The Act" means the Companies Act, 1948.
 - (g) "In writing" or "written" shall include any form of writing, printing, lithography, photography or other mode of representing words in a visible form.
2. For the purposes of registration the Trust was declared to consist of 25 members, but the Directors may, when they think fit, register an increase of members.
3. These Articles shall be construed with reference to the provisions of the Companies Act, 1948 (hereinafter called "the Act"), and terms used in these Articles shall be taken as having the same meanings as they have when used in the Act.
4. The Trust is established for the purposes expressed in the Memorandum of Association.

M E M B E R S .

5. The Directors may, with the approval of the Council, from time to time admit to be members of the Trust such persons as, in the interests of the Trust and the Society, they may think fit so to admit but so that the prescribed number of members be not thereby exceeded.
6. Any member may withdraw from the Trust by giving one month's notice in writing, by post, to the Secretary (addressed to the office) of his intention to do so. Upon the expiration of that notice he shall cease to be a member of the Trust.
7. The Council may at any time by resolution require the retirement of any member from the Trust, and upon the passing of any such resolution the person whose retirement is thereby required shall cease to be a member of the Trust as from the date of the resolution. Notice of such resolution shall be served on the member required to withdraw within one week after the passing thereof.
8. All the rights and liabilities of a member shall be personal only, and shall not be transferable during his life, and shall absolutely determine with his death.

GENERAL MEETINGS.

9. An Annual General Meeting shall be held once in every year, not more than fifteen months after the holding of the last Annual General Meeting, at such time and place as the Directors may from time to time prescribe and shall be specified as such in the notices convening it. All other General Meetings shall be called Extraordinary General Meetings. The Directors may, whenever they think fit, and shall upon a written requisition made by the Council and signed by the Secretary of the Society, convene an Extraordinary General Meeting. Such 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.
10. Any requisition made by members, or by the Council, shall express the object or objects of the meeting proposed to be called and shall be left at, or sent by post to the Office.
11. Upon receipt of a requisition from the Council the Directors shall forthwith proceed to convene an Extraordinary General Meeting. If they do not proceed to convene a meeting within twenty-one days from the date of the requisition, the Secretary on the request of the Council shall convene an Extraordinary General Meeting.

NOTICE OF GENERAL MEETINGS.

12. An Annual General Meeting and a Meeting called for the passing of a special Resolution shall be called by at least twenty-one clear days' notice and any other General Meeting shall be called by at least fourteen clear days' notice. Every such 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 the case of special business, the general nature of that business, and shall be given to the Auditors and to the members in manner hereafter mentioned or in such other manner, if any, as may be prescribed by the Trust in General Meeting.

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 such notice shall not invalidate the proceedings of that meeting.

PROCEEDINGS AT GENERAL MEETINGS.

13. The business of an Annual General Meeting shall be to receive and consider the accounts and balance sheet and the reports of the Directors and Auditors; to elect and fix the remuneration of the Auditors and to transact any other business which ought to be transacted in accordance with these Articles at an Annual General Meeting. All other business transacted at an Annual General Meeting and all business transacted at an Extraordinary General Meeting shall be deemed special.
14. No member shall be entitled to propose any resolution or to nominate any person for any office in the Trust at any General Meeting, unless he shall have left at the registered office of the Trust at least twenty-eight days before the date of such meeting, a notice in writing of his intention to do so, containing a copy of such resolution and the names of the proposer and seconder thereof, or the name and address of a person intended to be nominated, as the case may be. Notice of the intention to propose a resolution or nominate a person for an office in the Trust pursuant to a notice so given as aforesaid shall be included in the notice of the meeting.
15. No business shall be transacted at any General Meeting of the Society unless a quorum of not less than three members is present.
16. If within half an hour from the time appointed for the holding of the meeting a quorum is not present, the meeting if called upon requisition under Article 9 shall be dissolved, and in any other case it shall stand adjourned to the same day in the following week at the same time and place, provided such place be available at the same time, otherwise at some other convenient place and time on the same day in the following week, to be fixed by the Directors, and if at such General Meeting a quorum is not present as aforesaid, the members present shall be a quorum.

17. The Chairman or failing him the Vice-Chairman for the time being of the Trust, or failing both of them such Director as shall be designated by the Directors, shall take the Chair at all General Meetings. If none of these persons is present within five minutes after the appointed time and willing to act, a Chairman shall be chosen by the members present.
18. The Chairman at any General Meeting may, with the consent of the meeting, adjourn it from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. It shall not be necessary to give any notice to the members of an adjournment of a meeting or of the business to be transacted at an adjourned meeting.
19. Every question submitted to a General Meeting shall be decided in the first instance by a show of hands, and unless a poll is demanded by at least five members or by a member or members present in person or by proxy a declaration by the Chairman that a resolution has been carried, or carried by a particular majority, or lost or not carried by a particular majority, and an entry to that effect in the minute book of proceedings of the Trust, shall be sufficient evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
20. If a poll is demanded as aforesaid it shall be taken either at once or after an adjournment, in such manner, and at such time and place as the Chairman directs, and the result of such poll shall be deemed to be the resolution of the meeting at which the same was demanded. The demand for a poll shall not prevent the continuance of the meeting for the transaction of any business other than the question on which a poll has been demanded.

V O T E S O F M E M B E R S .

21. Every member shall have one vote only and that vote may be given on a poll either personally or by proxy.
22. The instrument appointing a proxy shall be in writing under the hand of the Appointer, and shall be deposited at the office not less than 48 hours before the time fixed for holding the meeting or the adjourned meeting at which the person named in such instrument intends to vote. No person shall be appointed a proxy who is not a member of the Trust.
23. An instrument appointing a proxy should be in the following form or a form as near thereto as circumstances admit:—

"CHURCH SOCIETY TRUST.

*I of in the County of being a member of the above named Trust, hereby appoint of or failing him of as my proxy to vote for me on my behalf at the (Annual or Extraordinary or Adjourned as the case may be) General Meeting of the Trust to be held on the day of 19 and at any adjourned meeting.
Signed this day of 19"*

24. 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:—

"CHURCH SOCIETY TRUST

*I of in the County of being a member of the above named Trust, hereby appoint of or failing him of as my proxy to vote for me on my behalf at the (Annual or Extraordinary or Adjourned, as the case may be) General Meeting of the Trust to be held on the day of 19 and at any adjournment thereof.
Signed this day of 19...."*

This form is to be used *in favour of/against the resolution. Unless otherwise instructed the proxy will vote as he thinks fit.

(*Strike out whichever is not desired).

25. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
26. 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 intimation in writing of such death, insanity or revocation as aforesaid shall have been received by the Trust at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

DIRECTORS.

27. The number of Directors shall not be less than three nor more than seven.
28. Any act of the Trust not required to be done by the Trust at a General Meeting may be done by a Board Meeting at which a proper quorum is present, and the Directors may act notwithstanding any vacancy or vacancies in their body.
29. The Directors shall be elected annually by the Council from amongst the members of the Trust at the first meeting of the Council after the Annual General Meeting of the Society, and shall hold office until the first meeting after the first meeting of the Council after the Annual General Meeting of the Society in the following year, unless any of them shall in the meantime die, resign, or be removed, or cease to be a member of the Trust. Immediately upon any election or appointment of Directors the Council shall notify to the Secretary of the Trust and the Secretary shall notify to the members of the Trust the names of the elected or appointed Directors.
30. Any vacancy occurring among the Directors shall be filled up by the Council from the Members of the Trust, but any person appointed to fill a casual vacancy shall retain his office so long only as the Director whose place he is appointed to fill would have retained office if no vacancy had occurred.
31. The Council may at any time, and from time to time, by notice in writing signed by three members of the Council and countersigned by the Secretary of the Society, remove any Director, and appoint another member of the Trust to be a Director in his place.
32. Any Director may at any time by notice in writing addressed to the Secretary of the Trust resign his office, and shall thereupon cease to be a Director, and any Director ceasing to be a member of the Trust shall be deemed to have resigned his office and shall cease to be a Director.
33. Each Director shall have the power to nominate any member of the Trust approved for that purpose by the Board of Directors and the Council to act as alternate Director in his place during his inability to act as such Director, or to attend any particular Board Meeting, and on such appointment being made the alternate Director shall be subject in all respects to the terms and conditions existing with reference to the other Directors, and each alternate Director, whilst acting in the place of an absent Director, shall exercise and discharge all the duties of the Director he represents. A Director may not be nominated as an alternate Director, nor can an alternate Director represent more than one Director.
34. Any instrument appointing an alternate Director shall, as nearly as circumstances will admit, be in the form or to the effect following:—

"CHURCH SOCIETY TRUST.

I a Director of the Church Society Trust, in pursuance of the power in that behalf contained in the Articles of Association of the Trust do hereby nominate and appoint of to act as alternate Director in my place during my inability to exercise and discharge all my duties as a Director of the Trust.
As witness my hand this day of 19
Signature"

35. The Council may from time to time increase or reduce the number of Directors, but so that the maximum and minimum number fixed by Article 27 shall not in any case be transgressed.
36. The Trust may, on the request of any Member of the Trust engaged on its business, refund the cost of any travelling or subsistence expenditure, properly and necessarily incurred by a Director or Member, solely by reason of his attendance at a meeting of the Board or of the Trust, or his otherwise being engaged on the business of the Trust.

DISQUALIFICATION OF DIRECTORS.

37. The Office of Director shall be vacated if he:—
- (a) becomes bankrupt or compounds with his creditors; or
 - (b) becomes prohibited from being a member by any order under section 188 of the Act; or
 - (c) becomes of unsound mind; or
 - (d) is removed from office pursuant to section 184 of the Act.
- No person shall be disqualified from being appointed or elected as a Director or be liable to vacate his office by reason of his attaining or having attained the age of seventy or any other age and the Trust shall not be subject to Section 185 of the Act.

POWERS AND PROCEEDINGS OF DIRECTORS.

38. The business of the Trust shall be managed by the Directors, who may exercise all such powers of the Trust as are not by the Act or by these Articles required to be exercised by the Trust in General Meeting, subject, nevertheless to any regulations of these Articles and to the provisions of the said Acts, and to such regulations being not inconsistent with the aforesaid regulations or provisions as may be prescribed by the Trust in General Meeting. But no regulation made by the Trust in General Meeting shall invalidate any prior act of the Directors, which would have been valid if such regulation had not been made, and notwithstanding this Article, no regulation shall be made except by Special Resolution, which shall amount to such an alteration of or addition to the Articles, as could not, apart from this Article, have been made except by Special Resolution.
39. The Directors may meet together for the dispatch of business, and adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business, and until otherwise determined such quorum shall be three. Questions arising at any meeting shall be decided by a majority of votes, and in case of an equality of votes, the Chairman shall have a second or casting vote.
40. The Council or any Director may at any time summon or cause the Secretary of the Trust to summon a meeting of the Directors. A Director who is absent from the United Kingdom shall not be entitled to notice of a meeting of Directors.
41. The Directors may elect a Chairman and a Vice-Chairman of the Board of Directors and determine the period for which he is to hold office, but if no such Chairman or Vice-Chairman is elected or if at any meeting the Chairman or in his absence the Vice-Chairman is not present at the time appointed for holding the same the Directors present shall choose one of their number to be Chairman of such meeting.
42. The Directors shall cause Minutes to be made in books provided for the purpose
- (a) of all appointments of officers made by the Directors;
 - (b) of the names of the Directors present at each meeting of the Directors and at any Committee of the Directors;
 - (c) of all resolutions and proceedings of all meetings of the Trust and of the Directors;
- and every Director present at any meeting of Directors shall sign his name in a book to be kept for that purpose.

43. A resolution in writing signed by all the Directors for the time being entitled to receive notice of meetings 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.

S E C R E T A R Y .

44. The Secretary of the Trust shall normally be the Secretary of the Society. He shall be appointed by the Directors for such term, at such a remuneration if any, and upon such conditions as they may think fit. The provisions of Sections 177 and 179 of the Act shall apply and be observed, and any Secretary so appointed may be removed by them.

S E A L .

45. The Directors shall have a Seal and may from time to time destroy this Seal and substitute a new one in its stead. The Seal shall be deposited at the registered office of the Trust and every document 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.

A C C O U N T S A N D A U D I T .

46. The Directors shall in accordance with the requirements of Section 147 of the Act cause true accounts to be kept of the sums of money received and expended by the Trust, and the matters in respect of which such receipts and expenditure take place, of all sales and purchases of goods by the Trust; and of all the assets and liabilities of the Trust, and shall, as to the mode of keeping, and in all other matters relating to the accounts of the Trust, comply with the requirements of the Act and with all lawful directions which may from time to time be given by the Council. The books of account shall be kept at the office, and shall always be open to the inspection of the Directors, and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed by the Trust in General Meeting, shall be open to the inspection of the members other than the Directors during the hours of business, and of any person or persons appointed by the Council for that purpose.
47. The Directors shall from time to time in accordance with Sections 148 and 157 of the Act cause to be prepared and to be laid before the Trust in General Meeting such income and expenditure accounts, balance sheets and reports as are referred to in these sections.
48. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Trust in General Meeting, together with the Auditor's report, shall be sent out not less than twenty-one clear days before the date of the meeting to every member and to the Auditors; provided that this Article shall not require a copy of these documents to be sent to any member whose address is not known.
49. All moneys received shall forthwith be paid to the credit of the Trust at its Bankers and such payments shall be made and cheques signed as may from time to time be ordered by the Directors.
50. Every such account and balance sheet as aforesaid, when audited and approved by the Annual General Meeting, shall be conclusive, except as regards any error discovered therein, within three months after such approval. Any such error so discovered shall forthwith be corrected.
51. Auditors shall be appointed and their duties regulated in accordance with Sections 159 to 162 of the Act. No Director or officer of the Trust (an Auditor for the purpose of this clause not being deemed to be an officer) shall be eligible or capable of continuing in office as an Auditor. The Auditor or Auditors shall be eligible for re-election on quitting office and, in case of a vacancy occurring between two Annual General Meetings, the Directors shall appoint a suitable person to act until the next Annual General Meeting.

NOTICES.

52. Notices may be served on the Trust by posting them to or leaving them at the registered office, and notices to be given by the Trust may be signed by the Chairman or by the Vice-Chairman for the time being of the Trust or by the Secretary or by any person authorised by the Directors, and need not be under seal.
53. A notice may be served by the Trust upon any member either personally or by sending it through the post in a prepaid letter addressed to such member at his registered place of abode in the United Kingdom. Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter is put into the post, and in proving such service, it shall be sufficient to prove that the letter containing the notice was properly addressed prepaid and put into the post. As regards those members who have no registered address in the United Kingdom, a notice posted up in the office shall be deemed to be well served on them at the expiration of 24 hours after it is so posted up.

WINDING UP.

54. Clause 8 of the Memorandum of Association of the Trust relating to its winding up and dissolution shall apply and have effect as if the provisions thereof were repeated in these Articles.