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# SEPARATOR SHEET

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COMPANIES HOUSE

# Memorandum of Association OF CHURCH SOCIETY TRUST

*Amended by Extraordinary General Meeting on the 14<sup>th</sup> day of December 2021*

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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 in 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 recognised 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 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 4<sup>th</sup> 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 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.

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.

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NAMES, ADDRESSES , AND DESCRIPTIONS OF SUBSCRIBERS

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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

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Dated the 24<sup>th</sup> day of November, 1903.

Witness to the above-named signatures:-

T. CATO WORSFOLD,  
Solicitor,  
9 Staple Inn,  
London, W.C.

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**COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL**

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# **Articles of Association OF CHURCH SOCIETY TRUST**

*(Adopted by Special Resolution passed on the 8<sup>th</sup> day of June, 1950).  
Amended by Extraordinary General Meeting on the 14<sup>th</sup> day of December 2021*

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## **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 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.

## **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 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 the 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 28 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 the 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 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 ..... 20 ..... and at any adjourned meeting.*  
*Signed this ..... day of ..... 20 ....."*
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 ..... 20 ..... and at any adjournment thereof.*  
*Signed this ..... day of ..... 20 ....."*

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

(\*Strikeout 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 principle 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 ten.
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 ceased 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 anytime 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 alternative 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 ..... 20 .....*

*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 70 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 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 3. 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.

#### **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 Meetings, 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 monies 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 not need 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.