



MEMORANDUM AND ARTICLES OF ASSOCIATION of the CHURCH PASTORAL AID SOCIETY

The Companies Act 1985 – Company limited by guarantee and not having a share capital
Incorporated 19 December 1991 – Registered number 2673220

2673220

MEMORANDUM

1 The name of the Company (hereinafter called "the Society") is "CHURCH PASTORAL AID SOCIETY"

2 The registered office of the Society is to be situated in England and Wales

3 The object for which the Society is established is -

To advance the Christian gospel by providing human and material resources to Anglican parishes and churches throughout the world and in particular in England, Wales, Scotland and Ireland, in order to encourage and increase their effectiveness as worshipping communities committed to nurture, training, evangelism, growth and service and seeking to glorify God working under the supreme authority of Scripture and in accordance with the Protestant and Evangelical doctrines and principles of the Church of England as set forth in the Book of Common Prayer and the Thirty-nine Articles of Religion read in conjunction with the Society's Basis of Faith dated 27th February 1990

And the Society shall have the following powers exercisable in furtherance of the said object but not otherwise, namely -

- (a) To grant financial and other aid to clergy, lay workers and those training for ordained or recognised lay ministry, and to parishes who support the object of the Society
- (b) To promote evangelism so that the Gospel might be carried, by means of the Church, to every person's door
- (c) To produce and distribute training materials and aids, promote and run conferences, training seminars, holidays, houseparties and camps, and provide advice on resource materials for Christian education with a view to helping leaders and others in local churches be more effective in their ministry and to evangelise, teach and nurture faith
- (d) To act as patron either alone or jointly with others in respect of livings in the Church of England now or hereafter vested in or held on behalf of the Society
- (e) To assist men and women by means of conferences, literature and in other ways to find their vocation and identify their rightful place in the service of God within the Anglican Communion
- (f) To federate and co-operate with other charitable groups and institutions who are concerned to promote the object of the Society
- (g) Subject to such consents as may be required by law to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which may be necessary for the promotion of the object of the Society, and to construct, maintain and alter any buildings or erections
- (h) Subject to such consents as may be required by law to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Society as may be expedient with a view to the promotion of its object
- (i) To receive subscriptions, donations and contributions in cash and in kind and to make any gifts of property (in the case of property subject to special trusts not being contrary to such trusts) for the benefit of the object of the Society
- (j) To take such steps by personal or written appeals, public meetings or otherwise as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Society by means of donations, annual subscriptions or otherwise PROVIDED that the Society shall not undertake permanent trading activities for the purpose of raising funds for its charitable object
- (k) To publish and/or distribute material of any kind by any means whatsoever for the furtherance of the object of the Society
- (l) To undertake and execute any charitable trusts which may lawfully be undertaken by the Society
- (m) Subject to such consents as may be required by law to borrow or raise money for the object of the Society on such terms and on such security as may be thought fit providing that no permanent trading activities are carried out for the purpose of raising funds for the Society's object
- (n) To invest the moneys of the Society not immediately required for its purpose in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided
- (o) To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes
- (p) To draw, make, accept, indorse, discount, execute and issue promissory notes, bills, cheques and other

-) instruments, and to operate bank accounts
- (q To employ and pay any person or persons to supervise, organise, carry on the work of and advise the Society
)
- (r To insure and arrange insurance cover for, and to indemnify its officers, servants and voluntary workers and those
) of its members from and against all such risks incurred in the course of the performance of their duties as may be thought fit
- (s To grant pensions and retirement benefits to or for employees or former employees of the Society and to the
) widows, children and other dependants of deceased employees who are in necessitous circumstances, and to pay or subscribe to funds or schemes for the provision of pensions and retirement benefits for employees and former employees of the Society, their widows, children and other dependants
- (t To purchase or acquire either alone or jointly with employees or servants freehold or leasehold property for the
) provision of accommodation for such employees or servants to enable the Society to recruit or retain staff of suitable calibre and experience
- (u To do all such other lawful things as are necessary to the attainment of the above object
)

Provided that -

- (i) In case the Society shall take or hold any property which may be subject to any trust, the Society shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts
- (ii) The Society's objects shall not extend to the regulation of relations between workers and employers or
) organisations of workers and organisations of employers
- (iii) In case the Society shall take or hold any property subject to the jurisdiction of the Charity Commissioners for
) England and Wales, the Society shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Council of Management or Governing Body of the Society shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Council of Management or Governing Body have been if no incorporation had been effected, and the incorporation of the Association shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such Council of Management or Governing Body, but they shall as regards any such property be subject jointly and separately to such control or authority as if the Society were not incorporated

- 4 The income and property of the Society shall be applied solely towards the promotion of its object 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 members of the Society and no member of its Council of Management or Governing Body shall be appointed to any office of the Society paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Society

Provided that nothing herein shall prevent any payment in good faith by the Society -

- (of reasonable and proper remuneration to any member, officer or servant or employee of the Society (not being a
A member of its Council of Management or Governing Body) for any services rendered to the Society,
)
- (of interest at a rate not exceeding 2% less than the base rate for the time being of the Society's bankers on money
B lent or 3% whichever is the greater or reasonable and proper rent for premises demised or let by any member of
) the Society or of its Council of Management or Governing Body,
- (to any member of its Council of Management or Governing Body of reasonable and proper out-of-pocket
C expenses,
)
- (to a company of which a member of the Society or of its Council of Management or Governing Body may be a
D member holding not more than one hundredth part of the capital of such company
)

- 5 No addition, alteration, or amendment shall be made to or in the provisions of the Memorandum or Articles of Association for the time being in force, which would have the effect that the Society shall cease to be a company to which section 30 of the Companies Act 1985 applies
- 6 The liability of the members is limited
- 7 Every member of the Society undertakes to contribute such amount as may be required (not exceeding £10) to the assets of the Society if it should be wound up while he is a member or within one year after he ceases to be a member, for payment of the Society's debts and liabilities contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves
- 8 If upon the winding up or dissolution of the Society 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 Society but shall be

given or transferred to some other charitable institution or institutions having objects which are similar to the objects of the Society and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Society under or by virtue of clause 4 hereof, such institution or institutions to be determined by the members of the Society in General Meeting at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some other charitable object

ARTICLES OF ASSOCIATION

GENERAL

- 1 In these Articles the words standing in the first column of the Table below shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context -

<i>Words</i>	<i>Meanings</i>
Charitable	Means charitable in accordance with the law of England and Wales provided that it will not include any purpose which is not charitable in accordance with any statutory provision regarding the meaning of the word "charitable" or the words "charitable purposes" in force in any part of the United Kingdom
Clear days	In relation to a period of notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect
In writing	Written, printed or lithographed, or partly one and partly another, and other modes of representing or producing words in a visible form
Month	Calendar month
Recruitment Group	The Recruitment Group established by the Trustees pursuant to Article 46
The Act	The Companies Act 1985 and every statutory modification and re-enactment thereof for the time being in force
These Articles	These Articles of Association from time to time in force
The Council of Reference	The Council of Reference established by the Trustees pursuant to Article 45
The Office	The registered office of the Society
The Seal	The common seal of the Society
The Society	The above-named Company
The Trustees	The board of directors for the time being of the Society
The United Kingdom	Great Britain and Northern Ireland

For the avoidance of doubt, the system of law governing the Memorandum and Articles of Association of the Society is the law of England and Wales

Terms defined in the Articles have the same meaning in the Memorandum and vice versa

Words importing the singular number only shall include the plural number and vice versa

Words importing the masculine gender only shall include the feminine gender and words importing persons shall include corporations

Subject as aforesaid, any words or expressions defined in the Act shall, if not inconsistent with the subject or context, bear the same meanings in the Articles

- 2 The Society is established for the purposes expressed in the Memorandum of Association

MEMBERS

- 3 Subject to Article 4, the members of the Society shall be the Trustees, the President and the Vice-Presidents of the Society and the members of the Council of Reference for the time being
- 4 Each member shall complete an application for membership in the form prescribed from time to time by the Trustees, such application containing -
- (a) a form of guarantee as required by Clause 7 of the Society's Memorandum of Association,
 - (b) confirmation that he is in full agreement with the object of the Society as set forth in Clause 3 of the Society's Memorandum of Association, and
 - (c) confirmation to the satisfaction of the Trustees that he is a communicant member of the Church of England or of a Church in communion with the Church of England
- 5 Each member shall whenever so requested by the Trustees signify in writing or otherwise to the satisfaction of the Trustees that he continues to be in full agreement with the object of the Society as aforesaid

6 A member shall cease to be such -

- (a) upon death,
- (b) if by written notice lodged at or sent to the Office he resigns from membership,
- (c) upon ceasing to be the President, a Vice-President, a member of the Council of Reference or a Trustee of the Society,
- (d) if he shall refuse or fail to signify his continued full agreement with the object of the Society in accordance with Article 5,
- (e) if he ceases to be a communicant member of the Church of England or of a Church in communion with the Church of England, or
- (f) if he is removed from membership by a resolution of the Trustees passed at a meeting convened for the purpose of which he shall have been given reasonable notice and at which he shall have been given a reasonable opportunity of attending and being heard

NON-MEMBERS ATTENDING GENERAL MEETINGS

- 7 (a) The Trustees may in their absolute discretion authorise non-members or certain categories of non-members and/or certain named non-members to attend a General Meeting
- (b) The Trustees may likewise authorise the chairman of a General Meeting to allow in his absolute discretion non-members or certain non-members to speak at a General Meeting
- (c) For the avoidance of doubt it is declared that in no circumstances may a non-member vote at a General Meeting

GENERAL MEETINGS

- 8 The Society shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Trustees and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting
- 9 All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings
- 10 The Trustees may whenever they think fit convene an Extraordinary General Meeting and an Extraordinary General Meeting shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided for by section 368 of the Act
- 11 Twenty-one clear days' notice in writing at the least of every General Meeting, specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the Society's Auditors) as are under these Articles or under the Act entitled to receive such notices from the Society, but with the consent of all the members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those members may think fit
- 12 The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any meeting

PROCEEDINGS AT GENERAL MEETINGS

- 13 All business shall be deemed special that is transacted at an Extraordinary General Meeting and all that is transacted at an Annual General Meeting shall also be deemed special with the exception of the consideration of the financial statements, the reports of the Trustees and of the Society's Auditors and the appointment of the Society's Auditors
- 14 No business shall be transacted at any General Meeting unless a quorum is present Save as herein otherwise provided a quorum shall consist of eight members present in person or by proxy A member may be part of the quorum at a General Meeting if he can hear, comment and vote on the proceedings through telephone, video conferencing or other communication equipment
- 15 If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present or if during a meeting a quorum ceases to be present, the meeting, if convened on the requisition of members, shall be dissolved In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other time and place as the Trustees may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall form a quorum
- 16 The President of the Society shall preside as chairman at every General Meeting but if there be no such President or if at any meeting he shall not be present within five minutes after the time appointed for holding the same or shall be unwilling to preside, the Chairman of the Trustees shall take the chair Subject thereto the members present shall choose some other Trustee or if no other Trustees shall be present or if all the Trustees present decline to take the chair, they shall choose some member of the Society who shall be present to preside
- 17 The chairman may, with the consent of any meeting at which a quorum is present, (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place but no business shall be transacted at any

adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as the original meeting. Save as aforesaid, members shall not be entitled to any notice of an adjournment or of the business to be transacted at an adjourned meeting.

- 18 At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the chairman or by at least two members present in person or by proxy. Unless a poll be so demanded a declaration by the chairman of the meeting that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority and an entry to that effect in the minute book of the Society shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.
- 19 Subject to the provisions of Article 20, if a poll be demanded in manner aforesaid, it shall be taken at such time and place and in such manner as the chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 20 No poll shall be demanded on the election of a chairman of a meeting or on any question of adjournment.
- 21 The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

VOTES OF MEMBERS

- 22 Subject to the provisions of Article 29, every member shall have one vote.
- 23 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.
- 24 Votes may be given on a poll either personally or by proxy. On a show of hands a member present only by proxy shall have no vote. A proxy must be a member.
- 25 The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing.
- 26 The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the Office not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll not less than twenty-four hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.
- 27 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 the death, insanity or revocation as aforesaid shall have been received at the Office before the commencement of the meeting or adjourned meeting at which the proxy is used.
- 28 The Trustees may from time to time make byelaws under Article 62 in order to prescribe the form of any instrument for the appointment of a proxy.
- 29 (a) Save as provided by Article 29 (b), in the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall be entitled to a second casting vote.
(b) On a poll taken in relation to any resolution to amend Clause 3 of the Society's Memorandum of Association or to amend any or all of Articles 4, 5, 6, 35, 36, 38, 46, 50 (c) or 51, the President and Vice-Presidents of the Society who are present at the General Meeting in person or by proxy will together have 76 votes divided equally amongst them (with fractions of a vote being allowed) and the Trustees and members of the Council of Reference who are present at the General Meeting in person or by proxy will have 24 votes divided equally amongst them (with fractions of a vote being allowed). The chairman of the meeting at which such a resolution is proposed shall not have a second casting vote.
- 30 Subject to the provisions of the Act a resolution in writing signed by all of the members for the time being entitled to receive notice of and to attend and vote at General Meetings shall be as valid and effective as if the same had been passed at a General Meeting of the Society duly convened and held.

31 TRUSTEES

- (a) The number of Trustees shall be twelve
- (b) Trustees may be either members of the clergy or lay persons and shall be appointed on the basis of the skills and experience which they can bring to the governance of the Society
- (c) All future Trustees shall be elected by the members of the Society (in accordance with election procedures determined from time to time by the Trustees) from amongst candidates nominated by the Recruitment Group

POWERS OF THE TRUSTEES

- 32 The business of the Society shall be managed by the Trustees who may exercise all powers of the Society and do on behalf of the Society all such acts as may be exercised and done by the Society and as are not by the Act or by the Articles required to be exercised or done by the Society in General Meeting
- 33 The Trustees for the time being may act notwithstanding any vacancy in their number, provided always that in case the number of Trustees shall at any time be less than the number prescribed by Article 31 (a) then the Trustees shall use their reasonable endeavours to procure the election of such number of Trustees as is needed to return the total number of Trustees to that prescribed in Article 31 (a) and further provided that in the event of the number of Trustees falling to six or less then the remaining Trustees may act for the purpose of calling a General Meeting or procuring the election of additional Trustees but not for any other purpose

ELECTION OF TRUSTEES

- 34 Subject to the provisions of these Articles new Trustees shall be elected by the members of the Society only from amongst nominations made by the Recruitment Group
- 35 No person shall be eligible to hold office as a Trustee unless -
 - (a) he has confirmed to the satisfaction of the Trustees that he is a communicant member of the Church of England or of a Church in communion with the Church of England, and
 - (b) prior to his election he declares in writing that he is in full agreement with the object of the Society as set forth in clause 3 of the Society's Memorandum of Association
- 36 Each Trustee shall whenever so requested by the Trustees signify in writing or otherwise to the satisfaction of the Trustees that he continues to be in full agreement with the object of the Society as aforesaid
- 37
 - (a) The term of office for each of the initial Trustees shall be as determined by the initial Trustees, subject to a maximum term of three years. At the conclusion of such term of office an initial Trustee will, on the recommendation of the Recruitment Group, be eligible for election by the members of the Society
 - (b) Subject to Article 37(a) the term of office of a Trustee shall be three years from the date of his election. At the conclusion of such term of office a Trustee will, on the recommendation of the Recruitment Group, be eligible for re-election by the members of the Society
 - (c) A Trustee who has served for two consecutive terms of office will not be eligible for re-election until the expiry of at least one year from the conclusion of his second term save in circumstances which the Recruitment Group and the other Trustees consider to be exceptional

DISQUALIFICATION OF TRUSTEES

- 38 A Trustee shall cease to be such -
 - (a) upon death,
 - (b) if he becomes bankrupt or makes any arrangement or composition with his creditors generally,
 - (c) if he becomes of unsound mind,
 - (d) if he ceases to be a member of the Society,
 - (e) if by written notice lodged at or sent to the Office he resigns from his trusteeship,
 - (f) if he shall refuse or fail to signify his continued full agreement with the object of the Society in accordance with Article 36,
 - (g) if he ceases to be a communicant member of the Church of England or of a Church in communion with the Church of England,
 - (h) if he is absent from all meetings of the Trustees during any period of 12 consecutive months, unless the Trustees shall otherwise so resolve, or
 - (i) if, in the reasonable opinion of the Trustees, he is guilty of conduct detrimental to the interests of the Society and the Trustees resolve by a 75% majority of the Trustees present and voting (excluding the Trustee who is felt to be in default) that he should be removed, provided that the Trustee concerned has first been given an opportunity to put his case and to justify why he should not be removed as a Trustee

PROCEEDINGS OF TRUSTEES

- 39
 - (a) The Trustees shall meet together at least four times per annum for the dispatch of business and may adjourn and otherwise regulate their meetings as they think fit. A quorum for a meeting of the Trustees shall be a majority of the Trustees for the time being. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second casting vote

- (b) A meeting of the Trustees may be called by any Trustee or by the Company Secretary. In usual circumstances 7 days' notice of a Trustees' meeting must be given to each Trustee save that notice need not be given to a Trustee who is out of the United Kingdom. However, a Trustees' meeting may be called on less than 7 days' notice if at least three of the Trustees certify in writing that because of special circumstances it should be called as a matter of urgency.
- 40 (a) At their first meeting following the Annual General Meeting of the Society in each year the Trustees shall appoint from amongst their number a Chairman and a Vice-Chairman. An individual may be re-appointed to either position provided that he shall not be eligible to serve as Chairman and/or Vice-Chairman for more than six consecutive years save in circumstances which his fellow Trustees consider to be exceptional.
- (b) The Chairman (or in his absence the Vice-Chairman) shall have authority (after appropriate consultation with at least two other Trustees) to deal with matters which arise between scheduled meetings of the Trustees and which require a decision to be taken but which cannot be dealt with by a committee of the Trustees nor are such as to warrant the calling of an urgent Trustees' meeting provided that the Chairman (or Vice-Chairman as the case may be) shall report all actions taken pursuant to the authority given by this Article to the Trustees at their next meeting. No action may be taken pursuant to this Article if such action would overturn a previous decision of the Trustees.
- 41 The Chairman appointed pursuant to Article 40(a) shall act as chairman of all Trustees' meetings at which he is present. If the Chairman is absent or is unwilling to act then the chair shall be taken by the Vice-Chairman. If at any meeting both the Chairman and Vice-Chairman are not present within ten minutes after the time appointed for holding the meeting or are unwilling to preside then the Trustees present shall choose one of their number to be chairman of that meeting.
- 42 A meeting of the Trustees at which a quorum is present shall be competent to exercise all of the authorities, powers and discretions by or under these Articles for the time being vested in the Trustees generally.
- 43 A Trustee may be part of the quorum at a meeting of the Trustees if he can hear, comment and vote on the proceedings through telephone, video conferencing or other communications equipment.
- 44 The Trustees may delegate any of their powers to committees consisting of such person or persons as they shall think fit, provided that the membership of every committee shall include at least one Trustee. The meetings and proceedings of any such committee shall be governed by the provisions of the Articles for regulating the meetings and proceedings of the Trustees so far as applicable and so far as the same shall not be superseded by any regulations made by the Trustees. All acts and proceedings of committees shall be fully reported back to the Trustees as soon as reasonably possible.
- 45 The Trustees shall establish a Council of Reference consisting of such persons as they shall think fit (subject to a minimum number of 15) being persons whom the Trustees believe to be broadly representative of the Anglican parishes and churches whom the Society is established to serve pursuant to its object. The principal purpose of the Council of Reference will be to act as a consultative body in particular advising the Trustees as to the needs of the beneficiaries of the Society from time to time. The Council of Reference will not for any purpose be regarded as a committee of the Trustees and accordingly may not take decisions on behalf of the Trustees.
- 46 (a) The Trustees shall establish a Recruitment Group the purpose of which shall be to identify potential new Trustees and potential new members of the Council of Reference who meet criteria agreed by the Trustees from time to time.
- (b) The Recruitment Group will comprise -
- the President,
 - one Vice-President (appointed by the President),
 - the Chairman,
 - two other Trustees (appointed by the Trustees), and
 - three other persons (in addition to the President and Vice-President) who are not Trustees of the Society appointed by the Trustees.
- (c) The members of the Recruitment Group who are the President, the Vice-President, the Chairman and Trustees of the Society will serve as members of the Recruitment Group until the conclusion of their respective terms of office. The other three members of the Recruitment Group will serve as such for a period of 3 years.
- (d) The quorum for a meeting of the Recruitment Group will be four members of the Recruitment Group which must include at least two of the three persons who are not President, Vice-President or Trustees. A member of the Recruitment Group may be part of the quorum at a meeting of the Recruitment Group if he can hear, comment and vote on the proceedings through telephone, video conferencing or other communications equipment.
- (e) The Recruitment Group must report its recommendations in writing to the Trustees within one month of the

meeting at which such recommendations are agreed and must also provide a clear explanation of the reasons for the recommendations made

- (f) The Recruitment Group will not for any purpose be regarded as a committee of the Trustees and accordingly may not take decisions on behalf of the Trustees

- 47 All acts bona fide done by any meeting of the Trustees or of any committee of the Trustees, or by any person acting as a Trustee, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a Trustee
- 48 The Trustees shall cause proper minutes to be made of all appointments of officers made by the Trustees and of the proceedings of all meetings of the Society and of the Trustees and of committees of the Trustees and all business transacted at such meetings. Such minutes of any meeting, if purporting to be signed by the chairman of such meeting or by the chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated
- 49 A resolution in writing signed by all of the Trustees for the time being or by all of the members for the time being of a committee of the Trustees who are entitled to receive notice of a meeting of the Trustees or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Trustees or of such committee duly convened and constituted. Such resolution in writing may consist of several documents in like form, each signed by one or more Trustees or members of the committee (as the case may be)

SECRETARY AND OFFICERS

- 50 (a) Subject to the provisions of the Act a Company Secretary shall be appointed by the Trustees for such time at such remuneration (if not a Trustee) and upon such conditions as they may think fit and any secretary so appointed may be removed by them. The Trustees may from time to time by resolution appoint an assistant or deputy secretary and any person so appointed may act in place of the secretary if there be no secretary or no secretary capable of acting
- (b) The Trustees shall at their first meeting following the Annual General Meeting of the Society in each year appoint one of their number to serve as Honorary Treasurer of the Society. An individual may be re-appointed to this position provided that he shall not be eligible to serve as such for more than six consecutive years save in circumstances which his fellow Trustees consider to be exceptional
- (c) Unless the Trustees shall in any instance decide otherwise, the Company Secretary must be a communicant member of the Church of England or of a Church in communion with the Church of England and must prior to his appointment declare in writing that he is in full agreement with the object of the Society set forth in clause 3 of the Society's Memorandum of Association
- (d) Unless the Trustees shall in any instance decide otherwise if the Company Secretary ceases to be a communicant member of the Church of England or of a Church in communion with the Church of England or on being so requested by the Trustees shall refuse or fail to signify in writing or otherwise to the satisfaction of the Trustees his continued agreement with the object of the Society aforesaid he shall cease to be the Company Secretary

PRESIDENT / VICE-PRESIDENTS

- 51 (a) The Trustees shall appoint a suitable person as the President of the Society and up to six suitable persons as Vice-Presidents of the Society, each of those appointed serving for a fixed term of five years on the expiry of which he may be re-appointed for a further five year term or terms at the discretion of the Trustees
- (b) No person may be appointed as the President of the Society unless -
- (i) he is a communicant member of the Church of England or of a Church in communion with the Church of England, and
 - (ii) he is recommended for appointment as such by a majority of the Vice-Presidents of the Society and by a majority of the Council of Reference, and
 - (iii) prior to his appointment he declares in writing that he is in full agreement with the object of the Society as set forth in clause 3 of the Society's Memorandum of Association
- (c) No person may be appointed as a Vice-President of the Society unless -
- (i) he is a communicant member of the Church of England or of a Church in communion with the Church of England, and
 - (ii) he is recommended for appointment as such by the President of the Society and by a majority of the Council of Reference, and
 - (iii) prior to his appointment he declares in writing that he is in full agreement with the object of the Society as set forth in clause 3 of the Society's Memorandum of Association

(d) The President or any Vice-President of the Society shall cease to be such -

- (i) upon death,
- (ii) if he ceases to be a member of the Society,
- (iii) if by written notice lodged at or sent to the Office he resigns from his position,
- (iv) if he shall on being so requested by the Trustees refuse or fail to signify his continued full agreement with the object of the Society as set forth in clause 3 of the Society's Memorandum of Association,
- (v) if he ceases to be a communicant member of the Church of England or of a Church in communion with the Church of England, or
- (vi) on the expiry of his term of office if he is not re-appointed

(e) The President of the Society as at the date of the adoption of these Articles shall be The Rt Rev James Jones. He shall continue in office until a date as near as possible to 12 October 2009 at which time he shall be eligible for re-appointment in accordance with Article 51(a)

(f) The Vice-Presidents of the Society as at the date of the adoption of these Articles shall be The Rt Rev George Cassidy, the Rt Rev Graham Cray and the Rt Rev Michael Hill. They shall continue in office until a date as near as possible to 12 October 2009

Each Vice-President shall, upon the conclusion of his term of office as stated above, be eligible for re-appointment in accordance with Article 51(a)

PATRON/VICE-PATRONS

- 52 (a) The Patron of the Society as at the date of the adoption of these Articles shall be Her Most Gracious Majesty the Queen
- (b) Upon Her Most Gracious Majesty the Queen for any reason ceasing to be the Patron she shall not be replaced
- (c) The Vice-Patrons of the Society as at the date of the adoption of these Articles shall be The Archbishop of York, The Archbishop of Armagh, Lord MacKay of Clashfern and The Most Rev Alwyn Rice Jones. Upon any such person for any reason ceasing to be a Vice-Patron he shall not be replaced
- (d) Neither the Patron nor any of the Vice-Patrons shall have any role in the governance of the Society

THE SEAL

- 53 The seal shall only be used by the authority of the Trustees or of a committee of the Trustees authorised by the Trustees. The Trustees may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Trustee and by the company secretary or a second Trustee

ACCOUNTS

- 54 The Trustees shall cause accounting records to be kept in accordance with the requirements of the Act
- 55 The accounting records shall be kept at the Office, or, subject to the provisions of the Act, at such other place or places as the Trustees shall think fit and shall always be open to the inspection of the members for the time being
- 56 At the Annual General Meeting in every year the Trustees shall in accordance with the provisions of the Act lay before the Society financial statements for the period since the last preceding accounting reference date. Such financial statements shall be accompanied by proper reports of the Trustees and the Society's Auditors, and copies of such financial statements and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty-one clear days before the date of the meeting at which they are to be laid be delivered or sent by post to the Society's Auditors and to all other persons entitled to receive notices of General Meetings in accordance with the Act in the manner in which notices are hereinafter directed to be served

AUDIT

- 57 Once at least in every year the accounts of the Society shall be examined by one or more properly qualified auditor or auditors who will make a report to the members in accordance with the provisions of the Act on the financial statements which are to be laid before the Society in General Meeting
- 58 Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act, the Trustees being treated for all purposes as the directors mentioned in those provisions

NOTICES

- 59 A notice may be served by the Society upon any member, either personally or by sending it through the post in a prepaid letter, addressed to such member at his registered address as appearing in the register of members
- 60 Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Society an address within the United Kingdom at which notices may be served upon him shall be entitled to have notices served upon him at such address, but, save as aforesaid and as provided by the Act, only those

members who are described in the register of members by an address within the United Kingdom shall be entitled to receive notices from the Society

- 61 Any notice, if served by post, shall be deemed to have been served on the second working day after posting if first class prepaid, and on the fifth working day if otherwise prepaid Working days are Monday to Friday (excluding Bank Holidays) In proving such service it shall be sufficient to prove that the notice was properly addressed, the rate at which it was prepaid and the date it was posted

BYE-LAWS

- 62 The Trustees may from time to time make, amend or repeal such rules or bye-laws as it may deem necessary or convenient for the proper conduct and management of the Society's affairs, provided always that no rule or bye-law shall be inconsistent with anything contained in the Society's Memorandum and Articles of Association

DISSOLUTION

- 63 Clause 8 of the Memorandum of Association relating to the winding up and dissolution of the Society shall have effect as if the provisions thereof were repeated in these Articles