

A Company Limited by Guarantee and not having a Share Capital

MEMORANDUM OF ASSOCIATION

of

The Ecumenical Council for Corporate Responsibility

("the Charity")

WE, the subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum.

Names and Addresses of Subscribers

R Leghorn
For and on behalf of
LONDON LAW SERVICES LIMITED
Temple Chambers
Temple Avenue
London EC4Y 0HP

M J Hope
For and behalf of
LONDON LAW SECRETARIAL LIMITED
Temple Chambers
Temple Avenue
London EC4Y 0HP

Dated the 1st day of August, 1992

Witness to the above Signatures

COLIN A LAY
Temple Chambers
Temple Avenue
London EC4Y 0HP



ARTICLES OF ASSOCIATION

OF

The Ecumenical Council for Corporate Responsibility

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Company number: 02764183

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THE COMPANIES ACT 2006

Company Limited by Guarantee and not having a Share Capital

ARTICLES OF ASSOCIATION

OF

The Ecumenical Council for Corporate Responsibility

1. Name of Charity and Meaning of Words

- 1.1 The name of the Charity is The Ecumenical Council for Corporate Responsibility, called in this document "the Charity".
- 1.2 In these Articles the words in the first column of the table below will have the meanings shown opposite them in the second column, as long as this meaning is consistent with the subject or context:-

Words	Meanings
Act	the Companies Acts 1985, 1989 and 2006 (to the extent in force) including any statutory modification or re-enactment thereof from time to time;
Articles	these Articles of Association;
Board	the Board of Trustees of the Charity, the members of which are the directors of the Company and are charity trustees;
Chair	the Chair of the Board of Trustees or any person discharging the functions of the chair;
Charities Act	the Charities Acts 1992, 1993 and 2006 (to the extent in force) including any statutory modification or re-enactment thereof from time to time;
Charity	the company regulated by these Articles;
Charity Commission	the Charity Commission of England and Wales;
Clear Days	in relation to a period of notice, the period excluding the day on which notice is given or deemed to be given and the date of the event to which the notice relates;
Meeting	
General Meeting	A meeting of the members, to which others must also be invited (see Article 57) and where all Special Resolutions (Article 7) must be resolved.

Annual General Meeting	A general meeting that is designated as an Annual meeting (Article 17)
Board Meeting	A meeting of the Board of Trustees.
Member	Any Trustee of The Charity, duly appointed in accordance with these Articles who becomes a member by dint of that appointment (Article 14)
Month	calendar month;
Objects	the Objects of the Charity as defined in Article 3;
Observer	Someone who is not a trustee or member who may be invited to General and Board Meetings (Article 34.5);
Office	the registered office of the Charity;
Poll	The process of deciding a question or resolution by any agreed means as allowed by these Articles, by qualified persons casting their vote.
Seal	the common seal of the Charity, if any;
Signed	shall include emails of signatures and other forms of authentication that are permitted by law;
Standing orders	any rules, standing orders or regulations made in accordance with these Articles;
Taxable Trading	carrying on a trade or business for the principal purpose of raising funds and not for the purpose of actually carrying out the Objects, the profits of which are subject to corporation tax;
Trustees	the directors of the Charity;
United Kingdom	Great Britain and Northern Ireland;
Vote, voting	The indication, by any agreed means, of a formal choice expressed by a qualified person.
in Writing	written, printed or lithographed or partly one and partly another, and other ways of showing and reproducing words in a visible form including by email, (to the extent legally permissible).

1.3 Words in the singular form include the plural and vice versa.

1.4 The words "person" or "people" include corporations and unincorporated associations.

1.5 Apart from the words defined above, any words or expression defined in the Act will have the same meanings in these Articles, provided they are consistent with the subject or context.

1.6 Headings are not part of the Articles.

2. Registered Office

2.1 The registered office of the Charity will be in England and Wales.

3. Objects of the Charity

3.1 The objects of the Charity (the "Objects") are to:-

- 3.1.1 prevent and relieve poverty, suffering and distress;
- 3.1.2 seek the improvement of the conditions of life in socially and economically disadvantaged communities;
- 3.1.3 advance environmental protection and promote sustainable development (meaning development that meets the needs of the present without compromising the ability of future generations to meet their own needs);
- 3.1.4 advance human rights, conflict resolution or reconciliation; and
- 3.1.5 advance citizenship and community development;

for the public benefit and in any part of the world by:

- (a) undertaking research (and making available the useful results of such research) into, and educating church and other faith community members and the wider public about:
 - (i) the business ethics, including the corporate governance, corporate responsibility and community involvement policies and practices of commercial companies, firms and other businesses operating nationally and internationally, and
 - (ii) the direct and indirect effect of business activities on people and the environment; and
- (b) engaging with commercial companies, firms and other businesses operating nationally and internationally to encourage them to adopt and apply high standards of business ethics and governance and thereby minimize the negative effects of business activities on people and the environment affected by such activities, and
- (c) engaging with church investors and other investors in companies, firms and other businesses to encourage ethical investment for the public benefit and active investor engagement with said companies, firms and other businesses with a view to encouraging them to adopt and apply high standards of business ethics and governance and thereby minimize the negative effects of business activities on people and the environment affected by such activities.

4. Powers of the Charity

4.1 The Charity has the following powers which may be used only to promote the Objects:-

- 4.1.1 to buy, take on lease, share, hire or otherwise acquire property of any sort;
- 4.1.2 to sell, lease or otherwise dispose of all or any part of the property

belonging to the Charity in exercise of this power but the Charity must comply as appropriate with Sections 36 and 37 of the Charities Act 1993;

- 4.1.3 to borrow money and to charge the whole or any part of the property belonging to the Charity as security for the repayment of money borrowed, grant given or any other obligation but the Charity must comply as appropriate with Sections 38 and 39 of the Charities Act 1993 if it wishes to mortgage land;
- 4.1.4 to construct, alter, provide, manage, maintain, furnish and fit with all the necessary furniture and other equipment any buildings and any other premises or structures or land;
- 4.1.5 to employ and pay any employees, officers, servants and professional or other advisers;
- 4.1.6 subject to any restrictions in the Charities Act, to borrow money, invite and receive contributions or grants, enter into contracts, seek subscriptions or raise money in any way including carrying on trade but not by means of Taxable Trading;
- 4.1.7 to give or receive guarantees or indemnities;
- 4.1.8 to promote or undertake study or research and disseminate the results of such research;
- 4.1.9 to produce, print and publish anything in any media;
- 4.1.10 to provide or procure the provision of services, education, training, consultancy, advice, support, counselling, guidance, grants, scholarships, awards or materials in kind;
- 4.1.11 to promote and advertise the Charity's activities and to seek to influence public opinion and policy and regulation implemented or proposed to be implemented by government, local authorities or other public bodies by undertaking campaigning and, to the extent permitted by law, political activities;
- 4.1.12 to invest any money in any investments, securities or properties; and to accumulate and set aside funds for special purposes or as reserves;
- 4.1.13 to undertake any charitable trust;
- 4.1.14 to make provision for the payment of pensions and other benefits to or on behalf of employees and their dependants;
- 4.1.15 to establish, promote and otherwise assist any limited company or companies or other bodies for the purpose of acquiring any property or of furthering in any way the Objects or to undertake trading and to establish the same either as wholly owned subsidiaries of the Charity or jointly with other persons, companies, government departments or local authorities and to finance such limited company or companies or other body by way of loan or share subscription or other means;
- 4.1.16 to transfer or dispose of, with or without valuable consideration, any part of the property or funds of the Charity not required for the purpose of the

Charity in furtherance of the Charity's Objects;

- 4.1.17 to establish, support, federate with or join or amalgamate with any companies, institutions, trusts, societies or associations;
- 4.1.18 to transfer to or to purchase or otherwise acquire from any charities, institutions, societies or associations any property, assets or liabilities, and to perform any of their engagements;
- 4.1.19 to open and operate bank accounts and other banking facilities;
- 4.1.20 to accept any property upon or on any special trusts, or for any institutions or purposes either specified or to be specified by some person other than the Trustees;
- 4.1.21 to co-operate and enter into any arrangements with any governments, authorities or any person, company or association;
- 4.1.22 to insure any risks arising from the Charity 's activities;

(a) To purchase indemnity insurance out of the funds of the Charity to indemnify any of the Trustees against any personal liability in respect of:

- (i) any breach of trust or breach of duty committed by them in their capacity as charity trustees or trustees for the Charity;
- (ii) any negligence, default, breach of duty or breach of trust committed by them in their capacity as directors or officers of the Charity or of any body corporate carrying on any activities on behalf of the Charity; and
- (iii) any liability to make contributions to the assets of the Charity in accordance with section 214 of the Insolvency Act 1986.

(b) Subject to clause 4.1.23(d) below, any insurance in the case of 4.1.23(a)(i) or 4.1.23(a)(ii) must be so framed as to exclude the provision of an indemnity for a person in respect of:

- (i) any liability incurred by a Trustee to pay a fine imposed in criminal proceedings or a sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature (however arising);
- (ii) any liability incurred by a Trustee in defending any criminal proceedings in which they are convicted of an offence arising out of any fraud or dishonesty, or wilful or reckless misconduct, by then; and
- (iii) any liability incurred by a Trustee to the Charity that arises out of any conduct which they knew (or must reasonably be assumed to have known) was not in the interests of the Charity or in the case of which they did not care whether it was in the best interests of the Charity or not.

(c) Subject to clause 4.1.23(d) below any insurance in the case of

4.1.23(a)(iii) shall not extend to any liability to make such a contribution where the basis of the Trustee's liability is their knowledge prior to the insolvent liquidation of the Charity (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Charity would avoid going into insolvent liquidation; and

- (d) To purchase out of the funds of the Charity any additional indemnity insurance cover for the benefit of the Trustees that is permitted by law from time to time.

4.1.24 to pay all the expenses and costs of establishing the Charity;

4.1.25 to delegate upon such terms and at such reasonable remuneration as the Charity may think fit to professional investment managers ("the Managers") the exercise of all or any of its powers of investment (an "investment" is an asset which is capable of producing income and may also increase in capital value);

Provided always that:-

- (a) the Managers are properly authorised to carry on investment business;
- (b) the delegated powers shall be exercisable only within clear policy guidelines drawn up by the Charity;
- (c) the Managers are under a duty to report promptly to the Charity any exercise of the delegated powers and in particular to report every transaction carried out by the Managers and report regularly on the performance of investments managed by them for the Charity;
- (d) the Charity is entitled at any time to review, alter or terminate the delegation or the terms thereof; and
- (e) the Charity reviews the arrangements for delegation at intervals but so that any failure by the Charity to undertake such reviews shall not invalidate the delegation;

4.1.26 to permit any investments belonging to the Charity to be held in the name of any clearing bank, trust corporation or stockbroking company which is a member of the Stock Exchange (or any subsidiary of any such stockbroking company) as nominee for the Charity and to pay any such nominee reasonable and proper remuneration for acting as such; and

4.1.27 to do anything else within the law which helps promote the Objects.

5. Use of income and property

5.1 The income and property of the Charity shall be applied solely towards the promotion of the Objects and no part of it shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to members of the Charity or Trustees, and no Trustee may be appointed to any office of the Charity paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Charity except as permitted by law or by the Charity Commission or as permitted below under „Allowed Payments" and then only after

complying with any requirements of the Act and the Charities Act, PROVIDED this shall not prevent a member of the Charity or a Trustee receiving any benefit as a beneficiary.

6. Allowed Payments

6.1 The Charity may pay:-

6.1.1 reasonable and proper payment to any officer, servant, employee, professional or other adviser of the Charity who is not a Trustee for any services to the Charity;

6.1.2 reasonable and proper remuneration of a Trustee for services actually rendered to the Charity or a subsidiary of the Charity (save for services rendered in their capacity as a Trustee), PROVIDED THAT:-

- (a) the number of Trustees so remunerated in any accounting period shall not exceed a minority of the Board of Trustees;
- (b) that no resolution to approve such remuneration to a Trustee shall be effective unless it is passed at a meeting of the Board of Trustees;
- (c) such Trustee shall not vote on any resolutions relating to their engagement by the Charity or a subsidiary (as defined in the Act) of the Charity; and
- (d) the remuneration or maximum remuneration payable to the Trustee shall be set out either in the resolution approving such remuneration or in a written agreement between the Trustee and the Charity;

For the purposes of these clauses 6.1.1 and 6.1.2 "services" includes goods that are supplied in connection with the provision of services.

6.1.3 reasonable interest on the money lent by any Trustee;

6.1.4 reasonable out-of-pocket expenses to any Trustee;

6.1.5 reasonable and proper payment to a company of which a member of the Charity or a Trustee holds not more than a hundredth of the capital;

6.1.6 reasonable and proper rent of premises demised or let by any Trustee;

6.1.7 to the extent permitted by law, reasonable and proper premiums in respect of any Trustee indemnity insurance policy taken out pursuant to 4.1.23 above;

6.1.8 any payment to a Trustee under the indemnity provisions in the Articles of Association; and

6.1.9 in exceptional cases other payments or benefits but only with the prior written approval of the Charity Commission.

PROVIDED THAT no Trustee shall vote on or be present during the discussion of or voting on any decision to borrow money from or pay rent or make a payment or give any remuneration or a benefit to that Trustee other than the approval of any permitted indemnity insurance or the payment of an indemnity where such payment is to be made to a majority of the Trustees.

For the purposes of this Article 6 Trustee shall include any child, parent, grandchild, grandparent, brother, sister, spouse or civil partner of the Trustee or any person living with the Trustee as their partner.

A payment to a Trustee includes the payment to or the engagement of or remuneration of any firm or company in which the Trustee is: (i) a partner; (ii) an employee; (iii) a consultant; (iv) a director; or (v) a shareholder, unless the shares of the company are listed on a recognised stock exchange and the Trustee holds less than 1% of the issued capital.

7. Alterations to these Articles

7.1 No alterations to these Articles may be made which would cause the Charity to cease to be a charity in law. Other alterations to these Articles may only be made by a special resolution at a general meeting or by a written special resolution. A special resolution will be validly passed at a general meeting if the Charity gives the members at least 14 Clear Days' notice of the intention to pass a special resolution at the meeting and at least 75% of those voting at the meeting vote in favour of the resolution. Such a special resolution may be passed on shorter notice if 90% of the total number of members having the right to vote agree to such short notice.

7.2 Alterations may only be made to:

7.2.1 the Objects; or

7.2.2 to any clause in these Articles which directs the application of property on dissolution; or

7.2.3 to any clause in these Articles which gives Trustees any benefit,

with the Charity Commission's prior written consent where this is required by law.

7.3 The Charity shall inform the Charity Commission and Companies House of any alterations to the Memorandum and Articles and all future copies of the Memorandum and Articles issued must contain the alterations.

7.4 Alterations may also require the consent of other bodies.

8. Limited Liability

8.1 The liability of the members is limited.

9. Guarantee by Members of the Charity

9.1 Each member of the Charity undertakes that, if the Charity is wound up while they are a member, or within one year after they cease to be a member, they will contribute a sum not exceeding £1 to the assets of the Charity for:-

9.1.1 payment of the debts and liabilities of the Charity contracted before they cease to be a member;

9.1.2 payment of the costs, charges and expenses of winding up; and

9.1.3 adjustment of the rights of the contributories among themselves.

10. Indemnity of Trustees

10.1 To the extent permitted by law from time to time, but without prejudice to any indemnity to which a Trustee or other officer may otherwise be entitled the Charity shall indemnify every Trustee or other officer out of the assets of the Charity against all costs and liabilities incurred by them which relate to anything done or omitted or alleged to have been done or omitted by them as a Trustee or other officer save that no Trustee may be entitled to be indemnified:

10.1.1 for any liability incurred by them to the Charity or any associated company of the Charity (as defined by the Act for these purposes);

10.1.2 for any fine imposed in criminal proceedings;

10.1.3 for any sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature howsoever arising;

10.1.4 for any liability which they have incurred in defending any criminal proceedings in which they are convicted and such conviction has become final;

10.1.5 for any liability which they have incurred in defending any civil proceedings brought by the Charity or an associated company in which a final judgment has been given against them; and

10.1.6 for any liability which they have incurred in connection with any application under the Act in which the court refuses to grant them relief and such refusal has become final.

10.2 To the extent permitted by law from time to time, the Charity may provide funds to every Trustee or other officer to meet expenditure incurred or to be incurred by them in any proceedings (whether civil or criminal) brought by any party which relate to anything done or omitted or alleged to have been done or omitted by them as a Trustee or officer, provided that they will be obliged to repay such amounts no later than:

10.2.1 if they are convicted in proceedings, the date when the conviction becomes final; or

10.2.2 if judgment being given against them in proceedings, the date when the judgment becomes final; or

10.2.3 if the court refuses to grant them relief on any application under the Act, the date when refusal becomes final.

11. Conflicts of Interest

11.1 To the extent required by law every Trustee shall fully disclose to the Board the circumstances giving rise to any conflict or potential conflict including any direct or indirect interest in a proposed or existing transaction.

11.2 Where the duty of a Trustee to avoid a situation in which they have or can have a direct or indirect interest or duty that conflicts or possibly may conflict with the interests of the Charity including a wish or duty to exploit any property, information or opportunity (as specified by section 175(1) of the Companies Act 2006) would

otherwise be infringed in relation to a particular situation, transaction or arrangement, the duty is not infringed if the procedure set out below is followed:

- 11.2.1 the matter in relation to which that duty exists has been proposed to the Trustees at a meeting of the Trustees and has been authorised by them; and
 - 11.2.2 any requirement as to the quorum of such meeting is met without counting the Trustee in question, or any other interested Trustee, subject to Articles 11.3 and 11.4; and
 - 11.2.3 the matter was agreed to without any such Trustee voting, or would have been agreed to if the vote of any such Trustee had not been counted, subject to Articles 11.3 and 11.4.
- 11.3 In such a conflict of interest situation (including any authorisation of non-disclosure of information), where there are insufficient unconflicted Trustees present at the meeting to constitute a quorum, the unconflicted Trustees present shall be deemed to constitute a quorum for the purposes of authorising the conflict under Article 11.2 and the manner of dealing with the conflict, provided that:
 - 11.3.1 they may only give such authorisation where they are satisfied that the conflicted Trustee or Trustees will not receive any direct or indirect benefit other than one permitted by these Articles; and
 - 11.3.2 the total number of Trustees at the meeting (whether conflicted or unconflicted) is equal to or higher than the quorum of the Board.
- 11.4 In the event that all of the Trustees present at the Board meeting are conflicted in respect of a particular conflict of interest situation, the conflicted Trustees present at a meeting may authorise the conflict and the manner of dealing with the conflict and shall constitute a quorum for the purposes of such authorisation, provided that they satisfy the requirements set out in Article 11.3.1 and 11.3.2 above.
- 11.5 The duty to deal with conflicts referred to in Article 11.2 applies in the case of the exploitation of property, information or opportunity even if the Charity is not taking, or could not take, advantage of the opportunity.
- 11.6 The Trustees shall observe the other duties and rules in the Act, and such other rules as the Board adopts, as to the management of conflicts of duty or interest and to the extent required by law every Trustee shall fully disclose to the Board the circumstances giving rise to any conflict or potential conflict that they have.
- 11.7 The Board may by resolution passed in the manner set out in this Article, authorise a Trustee not to disclose to the Board confidential information relating to a conflict of interest provided that it may not authorise the withholding of information relating to a direct or indirect personal benefit for the Trustee.
- 12. Rights of Inspection**
 - 12.1 A copy of the Memorandum and Articles and any Standing Orders must be available for inspection by the members of the Charity at the Office or at a single alternative inspection location if applicable. Any member who requests a copy of the Memorandum and Articles of Association must be sent a copy.

13. Members

- 13.1 Each member remains a member until they cease to be a Trustee in accordance with these Articles.
- 13.2 The Charity must keep at the Office a register of members showing their name, postal address and dates of becoming a member and ceasing to be a member.
- 13.3 Subject to any restrictions permitted by the Act, the register is available for inspection by the members of the Charity without charge and any other person on payment of a fee prescribed by the Charity, subject to any maximum fee imposed by law. Subject to the Act, where a person seeks to inspect the register, the Charity must within five working days either comply with the request or apply to the Court for permission not to comply with the request.
- 13.4 The Board may establish classes of associate membership with such description and with such rights and obligations (including without limitation the obligation to pay a subscription) as the Board thinks fit, and may admit and remove such associate members in accordance with Standing Orders made by the Board, provided that an associate member shall not be a member of the Charity for the purposes of the Articles or the Act.

14. Membership

- 14.1 All Trustees shall automatically become the only members of the Charity and their names shall be entered into the Charity's register of members.

15. No transfer of Membership

- 15.1 None of the rights of any member of the Charity may be transferred or transmitted to any other person.

16. Ending of Membership

- 16.1 A member stops being a member of the Charity automatically when that member ceases to be a Trustee.

17. Annual General Meetings

- 17.1 The Charity need not but may hold an annual general meeting in addition to any other general meeting in every calendar year. If held, the annual general meeting must be specified as such in the notices calling it.

18. Other General Meetings

- 18.1 All general meetings except annual general meetings are called general meetings.

19. Notice of General Meetings

- 19.1 An annual general meeting or a general meeting must be called by giving at least 14 Clear Days' notice in Writing in accordance with Article 55. These notices must specify the place, date, time and the general nature of any business and, in the case of a special resolution the exact wording of the resolution must be set out in the notice. The notice must also include a statement informing the members of their right to appoint a proxy to exercise their rights to attend, speak and vote at the meeting. Notice of the meeting must be given to everyone entitled by these Articles

to receive it and must be given in accordance with these Articles. A meeting may be held on shorter notice if it is agreed by not less than 90% of the members entitled to attend and vote at it.

19.2 Participation in General Meetings by electronic means

19.2.1 A general meeting may be held by suitable electronic means agreed by the charity trustees in which each participant may communicate with all the other participants.

19.2.2 Any member participating at a general meeting by suitable electronic means agreed by the charity trustees in which a participant or participants may communicate with all the other participants shall qualify as being present at the meeting.

19.2.3 Meetings held by electronic means must comply with rules for meetings, including chairing and the taking of minutes.

20. Quorum

20.1 Business may be transacted at a general meeting only if a quorum of members is present in person or by proxy when the meeting begins to deal with its business. A quorum is one third of the members subject to a minimum of three.

21. Adjournment if no Quorum

21.1 If a meeting where there is no quorum present is adjourned, and if when resumed there is still no quorum, the members present will be a quorum.

22. Chair

22.1 The Chair (if any) of the Board should normally preside as chair at every general meeting of the Charity. If there is no Chair, or if they are not present within 15 minutes after the appointed starting time or is unwilling to take the chair, the Board shall select the chair of the meeting.

23. Adjournment of the Meeting

23.1 The chair of the meeting may, with the consent of any meeting at which a quorum is present (and must if so directed by the meeting), adjourn the meeting from time to time and from place to place.

23.2 No business may be transacted at any adjourned meeting except business left unfinished at the meeting from which the adjournment took place.

23.3 When a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as for the original meeting. Apart from that, it is not necessary to give any notice of an adjourned meeting nor of the business to be done at it, except to inform all members of the new date, time and place of the reconvened meeting.

24. Voting on Resolutions

24.1 At any general meeting a resolution put to the vote of the meeting is decided by a show of hands by members unless a poll is demanded (before or after the result of the show of hands is declared). A poll may be demanded by the chair of the meeting or a member who is present save that no poll may be demanded on the

election of a chair of a meeting or on any question of adjournment. Members may vote by proxy.

- 24.2 Members may appoint a proxy who need not be a member of the Charity. The proxy may be appointed by the member to exercise all or any of the member's rights to attend, speak, vote and demand a poll at a meeting of the Charity.
- 24.3 Ordinary resolutions at a general meeting, in the absence of a consensus amongst members present, shall be agreed if more than 50% of those voting agree to the resolution. For Special Resolutions this shall be at least 75%.

25. Proxies

- 25.1 A person holding a proxy may vote on any resolution.
- 25.2 An instrument appointing a proxy shall be in Writing executed by or on behalf of the appointer and shall be in the form set out below or in any usual or common form or in such other form as the Trustees may approve. If the appointer does not direct the proxy how to vote on a particular resolution, the proxy may vote as they think fit. The instrument of proxy shall, unless the contrary is stated in such instrument of proxy, be valid for any adjournment of the meeting as well as for the meeting to which it relates. The instrument appointing a proxy and any authority under which it is executed shall be deposited at the Office or such other place or person as the notice for the meeting shall specify at least 48 hours prior to the general meeting or adjourned meeting (excluding any day that is not a working day).
- 25.3 A vote given or poll demanded by proxy shall be valid notwithstanding the previous termination of the authority of the person voting or demanding a poll unless notice of the termination was received by the Charity at the Office or at such other place at which the instrument of proxy was duly deposited at least 48 hours before the commencement of the meeting or adjourned meeting (excluding any day that is not a working day).
- 25.4 A proxy in the following form will be acceptable:

“

of

a member of The Ecumenical Council For Corporate Responsibility

hereby appoint the Chair of the Charity or if they are not present the chair of the Meeting*

as my proxy to vote for me on my behalf at the [Annual] General Meeting of the
Charity to be held on the _____ day of _____ and
any adjournment thereof.

Signed on the _____ day of _____

**If you do not wish to appoint the Chair or the chair of the meeting, please delete the reference to the Chair/chair of the meeting and insert the name and address of your appointee in the space that follows. "*

The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll and may contain directions as to how the proxy is to vote on any resolution.

26. Declaration of the Chair is final

26.1 Unless a poll is demanded, the chair of the meeting's declaration that a resolution has been carried by a particular majority or lost on a show of hands and an entry saying so in the minute book is conclusive evidence of the result. The number or proportion of the votes need not be entered in the minute book.

26.2 The demand for a poll may be withdrawn.

27. When a poll is taken

27.1 Polls will be taken whenever the chair of the meeting says so. Business which is not the subject of a poll may be dealt with before or during the poll.

27.2 The chair of the meeting will decide how a poll will be taken. The result of a poll will be treated as a resolution of the meeting.

28. Voting and Speaking

28.1 Every member including the chair of the meeting (if they are a member) has one vote at general meetings. The chair of the meeting does not have a casting vote at general meetings.

28.2 The auditor or reporting accountant has the right to attend and speak at general meetings.

29. Written Agreement to Resolution

29.1 Except in the case of a resolution to remove a Trustee or the auditors before the expiry of their term, members may pass a valid resolution without a meeting being held. But for the resolution to be valid:

29.1.1 it must be in Writing;

29.1.2 in the case of a special resolution it must be Signed by at least 75% of all those members entitled to receive notice of and to attend general meetings;

29.1.3 in the case of an ordinary resolution it must be Signed by a majority of all those members entitled to receive notice of and to attend general meetings;

29.1.4 it may consist of two or more documents in identical form Signed by members; and

29.1.5 the passing of the resolution must comply with any other requirements of the law from time to time.

29.2 A written resolution is passed when the required majority of eligible members have signified their agreement to it.

30. Management by the Board

- 30.1 The business of the Charity is managed by the Board. They may pay all the expenses of promoting and registering the Charity. They may use all powers of the Charity which are not, by the Act or by these Articles, required to be used by a general meeting of the Charity.

31. Payment of reasonable expenses to Trustees

- 31.1 The Trustees may be paid reasonable out-of-pocket expenses that they have properly incurred in connection with the business of the Charity but shall not be paid any other remuneration except as permitted by law or by these Articles.

32. The Keeping of Minutes

- 32.1 The Board must have minutes entered in the minute books:-

32.1.1 of all appointments of officers by the Board;

32.1.2 of the names of the Trustees present at each of its meetings and of any committee of the Board; and

32.1.3 of all resolutions and proceedings at all meetings of:

(a) The Charity;

(b) The Board; and

(c) Committees of the Board.

33. The Make-up of the Board

- 33.1 The Board consists of:

33.1.1 not fewer than five and no more than twelve persons elected by the Trustees; and

33.1.2 not more than two additional individuals co-opted at any time by the Board in accordance with Article 34.2.

- 33.2 Each appointment shall be made by the Board by majority vote in accordance with article 38.3.

- 33.3 No person under the age of 16 may be appointed as a Trustee.

- 33.4 The term of office of an elected Trustee shall be three years from the date of appointment.

- 33.5 A retiring Trustee shall be eligible for re-election up to a maximum of two terms, any re-election to take place at the Board meeting preceding the third anniversary of election with the term of office extended until the sixth anniversary of the original election. In exceptional circumstances this may be extended to a third term of 3 years, if it be deemed in the best interests of the Charity. Such exceptional circumstances include, but are not confined to, maintaining diversity of background and outlook within the board; retaining particular knowledge or skills not otherwise provided by other trustees.

33.6 After serving two terms (or in exceptional circumstances 3 terms) a person is eligible for re-appointment after an interval of at least one year.

33.7 The Board shall regularly review the skills, experience and diversity of background of its members, including ecumenical representation, to find imbalances and gaps, informing trustee recruitment and training.

34. Filling vacancies in the Board, Co-option and Observers.

34.1 The Board can elect any qualified person as a Trustee to fill a vacancy in the membership of the Board at any of its meetings. For the purposes of this Article the Board shall decide how many vacancies there are, subject to the maximum and minimum numbers given in Article 33.1.

34.2 The Board may also co-opt up to two additional persons onto the Board as a trustee at any time in excess of the maximum number of Trustees set out in Article 33.1, who shall hold office for one year unless they cease to be a Trustee prior to that by virtue of Article 36 or 37. The reasons for such co-option include, but are not confined to; to allow the election of a successor to a trustee whose retirement is imminent before the date of that trustee's retirement, should there be no vacancies; or to co-opt, on a short term basis, a person whose skills are particularly useful for the Board for that year.

34.3 A co-opted trustee may be co-opted for a further year, should no regular vacancy occur during their first year of office, and may then be elected and be eligible to serve the equivalent of a full term (or two terms), from the date of their first co-option, once appointed as a trustee, after which Article 33.6 applies.

34.4 The make-up and number of the Board may be varied by amendment to these Articles but at no time may the number of the Board be reduced to below three.

34.5 The Board may invite persons to attend Board meetings or General Meetings who are not trustees, as Observers. Such persons may represent a particular stakeholder or interest group, be a member of a sub-committee, or have a contribution to a particular item for discussion. Observers may contribute to discussion but may not vote on any question or resolution. Their invitation may be to one or more meetings, but they may also be excluded from any part of a meeting as determined by the Board.

34.6 All new trustees, appointed or co-opted, and regular observers, will be invited to undertake an induction to the Charity. This will include an induction pack containing information about the Charity, its history, constitution, copies of the latest accounts and annual report, as well as details of the responsibilities of trustees. The Board may appoint one of its members to act as a mentor to the newcomer.

35. Notification of change of members of the Board to the Registrar of Companies

35.1 All appointments, retirements or removals of Trustees and the Company Secretary (if appointed) must be notified to the Registrar of Companies and to the Charity Commission..

36. Ending of Board Membership

36.1 A Trustee ceases to hold office if they:-

becomes bankrupt or makes any arrangement or composition with their creditors

generally; or

- 36.1.1 becomes barred from membership of the Board because of any order made under the Act, the Company Directors Disqualification Act 1986 (or any standing orders made under it) or the Charities Act 1993; or
- 36.1.2 is considered by the Board to have become incapable whether mentally or physically of managing their own affairs and a majority of the other Trustees resolve that they must cease to hold office; or
- 36.1.3 resigns the office by notice in writing to the Board but only if at least three Trustees will remain in office when the resignation takes effect; or
- 36.1.4 is absent from three consecutive meetings of the Trustees and is asked by a majority of the other Trustees to resign; or
- 36.1.5 breaches their duties under the Act and in particular the duties for the proper management of conflicts of interest and the Board resolves to remove them by a resolution by 75% of the other Trustees present and voting at a meeting and that prior to such a meeting the Trustee in question has been given written notice of the intention to propose such a resolution at the meeting; or
- 36.1.6 is removed from office under Article 37; or
- 36.1.7 is removed from office by a resolution of at least 75% of the other Trustees present and voting at a Board meeting at which at least half of the serving Trustees are present provided that prior to such a meeting the Trustee in question has been given written notice of the intention to propose such a resolution at the meeting.
- 36.1.8 reaches the end of their period as a trustee as set out in Article 33.5.

37. Removal of a Trustee by a General Meeting

- 37.1 A general meeting of members of the Charity may remove any Trustee before the end of their period of office whatever the rest of these Articles or any agreement between the Charity and the Trustee may say. Removal can take place only by the members of Charity passing an ordinary resolution saying so. 5% of the members of the Charity may give a notice to the Charity of the intention to remove a Trustee and/or appoint a replacement. At least 28 Clear Days' notice before the meeting in question must be given to the Charity. Once the Charity receives such notice it must immediately send a copy to the Trustee concerned. They have a right to be heard at the general meeting. They also have the right to make a written statement of reasonable length. If the statement is received in time it must be circulated with the notice of the meeting. If it is not sent out, the Trustee may require it to be read to the meeting. The right to remove a Trustee given under the Article is in addition to, and separate from, rights given under the Act.

38. Meetings of the Board

- 38.1 The Board may meet, adjourn and run its meetings as it wishes, subject to the rest of these Articles.
- 38.2 A Board meeting must be called by giving at least 6 Clear Days' notice in writing in accordance with Article 55. These notices must specify the place, date, time and

the general nature of any business.

38.3 Questions arising at any meeting must be decided by a majority of votes. Every Trustee has one vote including the Chair. If the votes are equal, the Chair has a second or casting vote.

38.4 The Charity, if requested by the Chair or any three Trustees, must summon a meeting of the Board.

38.5 Meetings may be held in person, by telephone, or by suitable electronic means agreed by the Board in which all participants may communicate with all other participants.

38.5.1 Any trustee participating at a Board meeting by suitable electronic means agreed by the trustees in which a participant or participants may communicate with all the other participants shall qualify as being present at the meeting.

38.5.2 Board meetings held by electronic means must comply with rules for meetings, including chairing and the taking of minutes.

39. Officers of the Board

39.1 The Board may elect or remove the Chair or any other officers that it wishes. Officers shall be appointed from among the Trustees.

40. Quorum for the Board

40.1 The quorum necessary for business to be done at a Board meeting is a third of the Trustees subject to a minimum of three and where one third does not produce a whole number the quorum shall be the next higher whole number. A Trustee shall not be counted in the quorum at a meeting in relation to a resolution on which they are not entitled to vote. This is subject to Article 11.

41. Vacancies on the Board

41.1 The Board may act despite any vacancy on the Board, but if the number of Trustees falls below the quorum, it may act only to summon a general meeting of the Charity or to appoint further Trustees.

42. A Resolution may be Approved by Signature Without a Meeting

42.1 A resolution in Writing Signed by all of the Trustees or any committee is as valid as if it had been passed at a properly held meeting of the Board or committee. The resolution may consist of several documents in the same form Signed by one or more members of the Board or committee.

43. Validity of Acts Done at Meetings

43.1 If it is discovered that there was some defect in the procedure at a meeting or the appointment of a Trustee or that they were disqualified, anything done before the discovery at any meeting of the Board is as valid as if there were no defect or disqualification.

44. Delegation by the Board

- 44.1 The Board may delegate the administration of any of its powers to individual Trustees or committees of Trustees and any such Trustee or committee must conform to any rules that the Board imposes on it as set out in that committee's Terms of Reference. All such Terms of Reference will be included within the Charity's Standing Orders.
- 44.2 The Board shall review annually the Terms of Reference of each committee and its membership, with consideration given to refreshing the membership as appropriate.
- 44.3 The Board may co-opt any person or people who are not Trustees to serve on the committee, but any such committee must have at least one Trustee on it at all times.
- 44.4 All acts and proceedings of the committee or Trustees must be reported to the Board as soon as possible.

45. Chair of Committees

- 45.1 A committee may elect a chair of its meetings if the Board does not nominate one.
- 45.2 If at any meeting the committee's chair is not present within 10 minutes after the appointed starting time, the members present may choose one of their number to be chair of the meeting.

46. Meetings of Committees

- 46.1 A committee may meet and adjourn whenever it chooses.
- 46.2 Questions at the meeting must be decided by a majority of votes of the members present.
- 46.3 A committee must have minutes entered in minute books.

47. Appointment and Removal of the Company Secretary

- 47.1 The Board may but, subject to the Act, need not appoint a Company Secretary. The Board may decide the period of office, pay and any conditions of service, and may remove them from office.

48. Honorary Officer

- 48.1 The Board may appoint or remove any person for such terms as they think fit as the President, Vice President or Patron of the Charity. Such posts are honorary only and carry no vote or other rights.

49. Actions of Trustees and Company Secretary

- 49.1 The Act says that some actions must or may be taken both by a Trustee and by the Company Secretary. If one person is both a Trustee and Company Secretary, that one person may not act in the capacity of both Trustee and Company Secretary for any business that requires the action of both a Trustee and the Company Secretary.

50. Proper Accounts must be Kept

- 50.1 Accounts shall be prepared in accordance with the Act and the Charities Act.

51. Books must be Kept at the Office

- 51.1 The books of account must be kept at the Office or at other places decided by the Board. The books of account must always be open to inspection by Trustees.

52. Accounts and Returns

- 52.1 The Board must, for each financial year, send a copy of its annual accounts and reports (or summary financial statements where appropriate) to every person who is entitled to receive notice of general meetings.
- 52.2 Copies need not be sent to a person for whom the Charity does not have a current address (as defined in Companies Act 2006).
- 52.3 The deadline for sending out the accounts and reports (or summary financial statements) is as follows:
- 52.3.1 the deadline for filing the Charity's accounts and reports with Companies House, as prescribed by the Companies Act 2006; or
- 52.3.2 if earlier, the date on which the Charity actually files the accounts and reports (or summary financial statements) with Companies House.
- 52.4 To the extent required by law, the Board must file the accounts and reports (or summary financial statements) with Companies House and with the Charity Commission within any deadlines specified by law or by the Charity Commission.
- 52.5 The Board must file with Companies House and the Charity Commission all annual returns and other documents that are required to be filed, within any deadlines specified by law or by the Charity Commission.

53. Appointment of Reporting Accountants or Auditors

- 53.1 The Charity must appoint properly qualified reporting accountants or properly qualified auditors if the level of the Charity's income or assets from time to time makes this a legal requirement.
- 53.2 Where the Charity's auditors are deemed reappointed in accordance with the Act, the Trustees shall fix the auditors' remuneration.

54. Execution of documents

- 54.1 The Charity shall execute documents either by signature or by affixing its seal (if it has one)
- 54.2 A document is validly executed by signature if it is signed by at least two of the charity trustees.
- 54.3 If the CIO has a seal:
- 54.3.1 it must comply with the provisions of the General Regulations; and the seal must only be used by the authority of the charity trustees or of a committee of charity trustees duly authorised by the charity trustees. The charity trustees may determine who shall sign any document to which the seal is affixed and, unless otherwise so determined, it shall be signed by two charity trustees.

55. Service of Notices

- 55.1 The Charity may give notices, accounts or other documents to any member either:
- 55.1.1 personally; or
 - 55.1.2 by delivering them or sending them by ordinary post to the member's registered address; or
 - 55.1.3 if the member has provided the Charity with an email address, by sending them by e
 - 55.1.4 mail to that address. This is subject to the member having consented to receipt of the notice, documents or accounts in this way, where this is a legal requirement.
- 55.2 If the member lacks a registered postal address within the United Kingdom, the notice, accounts or documents may be sent to any postal address within the United Kingdom which they have given the Charity for that purpose or in accordance with Article 55.1.1, 55.1.2, 55.1.3 above. A member without a registered postal address in the United Kingdom who has not provided a postal address in the United Kingdom for that purpose, shall not be entitled to receive any notice, accounts or other documents served by the Charity.
- 55.3 If a notice, accounts or other documents are sent by post, they will be treated as having been served by properly addressing, pre-paying and posting a sealed envelope containing them. If sent by email they will be treated as properly sent if the Charity receives no indication that they have not been received.
- 55.4 If sent by post in accordance with this Article, the notice, accounts or other documents will be treated as having been received 48 hours after the envelope containing them was posted if posted by first class post and 72 hours after posting if posted by second class post. If sent by email, the notice, accounts or other documents will be treated as having been received 24 hours after having been properly sent.
- 55.5 The Charity may assume that any email address given to it by a member remains valid unless the member informs the Charity that it is not.

56. Accidental Omission of Notice

- 56.1 Sometimes a person entitled to receive a notice of a meeting does not receive it because of accidental omission or some other similar reason. This does not invalidate the proceedings of that meeting.

57. Who is Entitled to Notice of General Meetings

- 57.1 Notice of every general meeting must be given to:-
- 57.1.1 every member (except those members who lack a registered address within the United Kingdom and have not given the Charity an address for notices within the United Kingdom and have not consented to receiving notice by email);
 - 57.1.2 the reporting accountants or auditor of the Charity;

- 57.1.3 any President or other Honorary position.
- 57.2 No one else is entitled to receive notice of general meetings.
- 58. Standing Orders**
- 58.1 The Board may make such regulations, by-laws or standing orders as it sees fit. These must not be inconsistent with the Articles or such that they would otherwise need to be made by a special resolution. No standing order may be made which invalidates any prior act of the Board which would otherwise have been valid.
- 59. Disputes**
- 59.1 If a dispute arises between members of the CIO about the validity or propriety of anything done by the members under this constitution, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.
- 60. Winding-up of the Charity**
- 60.1 A general meeting may decide at any time to dissolve the Charity. If the Charity is wound up or dissolved, and there remains any property after all debts and liabilities have been met, the property must be given or transferred to some other charitable institution or institutions. This other institution(s) must have objects which are the same as or similar to those of the Charity.
- 60.2 The institution or institutions will be chosen by the Trustees of the Charity at or before the time when the Charity is wound-up or dissolved.