

THE COMPANIES ACTS 1985, 1989 & 2006

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

**ARTICLES OF ASSOCIATION OF
OXFORDSHIRE COMMUNITY CHURCHES
REGISTERED NUMBER 03223210**

TUESDAY



INTERPRETATION

1. In these Articles:

- 1.1 Unless the context otherwise requires the following expressions have the following meanings:

"the Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force

"the Articles" means these Articles of Association of the Charity

"the Charity" means the company intended to be regulated by the Articles

"clear days" in relation to the period of a notice means the 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

"the Council" means the Council of Management for the time being of the Charity

"executed" includes any mode of execution

"the Memorandum" means the Memorandum of Association of the Charity

"Office" means the registered office of the Charity

"Secretary" means the secretary of the Charity or any other person appointed to perform the duties of the secretary of the Charity including a joint assistant or deputy secretary

"the United Kingdom" means Great Britain and Northern Ireland

- 1.2 Subject as aforesaid words or expressions contained in the Articles shall unless the context requires otherwise bear the same meaning as in the Act

- 1.3 Words importing the singular number shall include the plural and vice versa, words importing the masculine shall include the feminine and neuter and vice versa and words importing persons shall include bodies corporate, unincorporated associations and partnerships
- 1.4 Words which appear in the Memorandum shall, unless the context requires otherwise, bear the same meaning as in the Articles and vice-versa
- 1.5 The headings to the clauses and paragraphs are inserted for ease of reference only and shall not affect the interpretation or construction of the Articles

MEMBERS

2. The subscribers to the Memorandum and such other persons as are admitted to membership in accordance with the rules made under Article 59 shall be members of the Charity. No person shall be admitted a member of the Charity unless his application for membership is approved by the Council.
3. *The Council shall have the right for good and sufficient reason to terminate the membership of any member of the Charity provided that in each case such person shall have the right to be heard before a final decision is made by the Council.*
4. Members may resign their membership of the Charity by giving notice in writing to the Secretary.

GENERAL MEETINGS

5. As permitted by the Companies Act 2006, the Charity has chosen not to hold any further Annual General Meetings after 16 October 2019.
6. The Council may call general meetings and on the requisition of members pursuant to the provisions of the Act shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition.

NOTICE OF GENERAL MEETINGS

7. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution appointing a person as a member of the Council shall be called by at least twenty-one clear days' notice. All other extraordinary general meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed:
 - 7.1 in the case of an annual general meeting by all the members entitled to attend and vote; and
 - 7.2 in the case of any other meeting by a majority in number of members having a right to attend and vote being a majority together holding not less than 95 percent of the total voting rights at the meeting of all the members.

8. The accidental omission to give notice of a meeting to or the non-receipt of notice of a meeting by any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

9. No business shall be transacted at any meeting unless a quorum is present. Three persons entitled to vote upon the business to be transacted each being a member or one tenth of the total number of members for the time being whichever is the greater shall constitute a quorum.
10. If a quorum is not present within half an hour from the time appointed for the meeting or if during a meeting a quorum ceases to be present the meeting shall stand adjourned to such time and place as the Council may determine.
11. The chairman (if any) of the Council or in his absence some other member of the Council nominated by the Council shall preside as chairman of the meeting but if neither the chairman nor such other member of the Council be present within fifteen minutes after the time appointed for holding the meeting and willing to act the members of the Council present shall elect one of their number to be chairman and if there is only one member of the Council present and willing to act he shall be chairman.
12. If no member of the Council is willing to act as chairman or if no member of the Council is present within fifteen minutes after the time appointed for holding the meeting the members present and entitled to vote shall choose one of their number to be chairman.
13. The chairman may with the consent of a 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 an adjourned meeting other than business which might properly have been transacted at the meeting had an adjournment not taken place. When a meeting is adjourned for fourteen days or more at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
14. A resolution put to the vote of a meeting shall be decided on a show of hands unless before or on the declaration of the result of the show of hands a poll is duly demanded. Subject to the provisions of the Act a poll may be demanded:
 - 14.1 by the chairman; or
 - 14.2 by at least two members having the right to vote at the meeting; or
 - 14.3 by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.
15. Unless a poll is duly demanded a declaration by the chairman 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 minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

16. The demand for a poll may be withdrawn before the poll is taken but only with the consent of the chairman. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.
17. A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
18. In the case of an equality of votes whether on a show of hands or on a poll the chairman shall not be entitled to a second or casting vote. A resolution put to the vote of a meeting which fails to secure a clear majority in favour thereof shall be lost.
19. A poll demanded on the election of a chairman or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent continuance of a meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn the meeting shall continue as if the demand had not been made.
20. No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
21. Subject to the provisions of the Act, a resolution in writing signed by all of the members of the Charity 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 Charity duly convened and held. Such a resolution may consist of several documents in the same form each signed by one or more of the members of the Charity.

VOTES OF MEMBERS

22. 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 cast in a poll either personally or by proxy. A proxy must be a member and shall not have the right to appoint a further proxy. In matters decided on a show of hands a member represented by a proxy shall have no vote.
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 the 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.

COUNCIL OF MANAGEMENT

28. The number of members of the Council shall be not less than three but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum.
29. The first members of the Council shall be those persons named in the statement delivered pursuant to section 10(2) of the Act who shall be deemed to have been appointed under the Articles. Future members of the Council shall be appointed as provided subsequently in the Articles.

POWERS OF THE COUNCIL

30. Subject to the provisions of the Act the Memorandum and the Articles and to any directions given by special resolution the business of the Charity shall be managed by the Council who may exercise all the powers of the Charity. No alteration of the Memorandum or the Articles and no such direction shall invalidate any prior act of the Council which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article shall not be limited by any special power given to the Council by the Articles and a meeting of the Council at which a quorum is present may exercise all the powers exercisable by the Council generally.

APPOINTMENT AND RETIREMENT OF MEMBERS OF THE COUNCIL

31. The members of the Council shall not be subject to retirement by rotation.
32. Unless otherwise determined by the members of the Council, the term of office for a member of the Council shall be five years.
33. Subject to the provisions of Article 34 a retiring member of the Council shall be eligible for re-election.
34. No person shall be appointed or reappointed a member of the Council at any general meeting unless:
 - 34.1 he is recommended by the Council

- 34.2 he has attained the age of 18 years
- 34.3 in circumstances such that had he already been a member of the Council he would have been disqualified from acting under the provisions of Article 37
- 34.4 he is a member of the Charity
- 35. Not less than seven nor more than twenty-eight clear days before the date appointed for holding a general meeting notice shall be given to all persons who are entitled to receive notice of the meeting of any person who is recommended by the members of the Council for appointment or reappointment as a member of the Council at the meeting. The notice shall give the particulars of that person which would if he were so appointed or reappointed be required to be included in the Charity's register of members of the Council.
- 36. The Council may appoint a person who is willing to act to be a member of the Council either to fill a vacancy or as an additional member of the Council provided that the appointment does not cause the number of members of the Council to exceed any number fixed by or in accordance with the Articles as the maximum number of members of the Council. A member of the Council so appointed shall hold office only until the next following annual general meeting. If not reappointed at such annual general meeting he shall vacate office at the conclusion thereof.

DISQUALIFICATION AND REMOVAL OF MEMBERS OF THE COUNCIL

- 37. A member of the Council shall cease to hold office if he:-
 - 37.1 ceases to be a member of the Council by virtue of any provision of the Act or is disqualified from acting as a trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification thereof);
 - 37.2 becomes incapable by reason of mental disorder illness or injury of managing and administering his own affairs;
 - 37.3 is adjudged bankrupt;
 - 37.4 is, for the time being, detained in prison or is otherwise convicted of any offence which, in the opinion of the other members of the Council, may bring the Charity into disrepute;
 - 37.5 resigns his office by notice to the Charity (but only if at least two members of the Council will remain in office when the notice of resignation is to take effect);
 - 37.6 is absent without the permission of the Council from all their meetings held within a period of six months and the Council resolves that his office be vacated; or
 - 37.7 ceases to be a member of the Charity
- 38. In addition and without prejudice to the provisions of Article 37, the Council shall have the right for good and sufficient reason to terminate the appointment of any member of the Council before the expiration of his period of office, notwithstanding anything in the Articles or any agreement between the Charity and such member of the Council, provided that in each case such person shall have the right to be heard before a final decision is made by the Council.

PROCEEDINGS OF THE COUNCIL

39. Subject to the provisions of the Articles the Council may regulate their proceedings as they think fit. A member of the Council may and the Secretary at the request of a member of the Council shall call a meeting of the Council. It shall not be necessary to give notice of a meeting to a member of the Council who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes the chairman shall not have a second or casting vote. A resolution put to the vote of a meeting which fails to secure a clear majority in favour thereof shall be lost.
40. The Council shall be entitled to allow individuals to attend meetings of the Council as observers ("the Observers"). The Observers shall be entitled to take a full part in the discussion of issues arising but shall not be entitled to cast a vote. The Council may in their absolute discretion exclude the Observers or any of them from any meeting of the Council or part thereof at which the business to be discussed is deemed in the opinion of the Council to be for any reason whatsoever business to which the Observers should not be privy.
41. The quorum for the transaction of the business of the Council may be fixed by the Council but shall not be less than one third of their number or two members of the Council whichever is the greater always provided that no meeting of the Council shall take place unless the majority of those present are unremunerated members of the Council and if during the course of any meeting of the Council the number of unremunerated members of the Council present no longer constitutes a majority of those present then the meeting shall stand adjourned until such time and place as the Council may determine.
42. Any or all of the members of the Council may be counted as present at any meeting of the Council or of a committee of which they are a member and as part of the quorum if they are able, by means of a telephone or other communications equipment, to hear and participate in the proceedings of the meeting and to signify how they wish to cast their vote on any question to be decided by the meeting.
43. The Council may act notwithstanding any vacancies in their number but if the number of members of the Council is less than the number fixed as the quorum the continuing members or member of the Council may act only for the purpose of filling vacancies or of calling a general meeting.
44. The Council may appoint one of their number to be the chairman of their meetings and may at any time remove him from that office. Unless he is unwilling to do so the member of the Council so appointed shall preside at every meeting of the Council at which he is present. If there is no member of the Council holding that office or if the member of the Council holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting the members of the Council present may appoint one of their number to be chairman of the meeting.
45. The Council may appoint one or more committees consisting of three or more individuals, at least one of whom shall be a member of the Council, for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Council would be more conveniently undertaken or carried out by a committee provided that all acts and proceedings of any such committees shall be fully and promptly reported to the Council.

46. All acts done by a meeting of the Council or of a committee shall notwithstanding that it be afterwards discovered that there was a defect in the appointment of any member of the Council or committee as the case may be or that any of them were disqualified from holding office or had vacated office or were not entitled to vote be as valid as if every such person had been duly appointed and was qualified and had continued to be a member of the Council and had been entitled to vote.
47. A resolution in writing signed by all the members of the Council or of a committee entitled to receive notice of a meeting of the Council or of the committee in question shall be as valid and effective as if it had been passed at a meeting of the Council or as the case may be a committee of the Council duly convened and held. Such a resolution may consist of several documents in the same form each signed by one or more of the members of the Council or the committee as the case may be.
48. Any bank account in which any part of the assets of the Charity is deposited shall be operated by the Council and shall indicate the name of the Charity. All cheques and orders for the payment of money from such account shall be signed in such manner as the Council shall from time to time by resolution determine.

SECRETARY

49. Subject to the provisions of the Act the Secretary shall be appointed by the Council for such term at such remuneration (if not a member of the Council) and upon such conditions as they may think fit and any Secretary so appointed may be removed by them.

MINUTES

50. The Council shall keep minutes in books for the purpose:
- 50.1 of all appointments of officers made by the Council; and
 - 50.2 of all proceedings at meetings of the Charity and of the Council and of committees including the names of the members of the Council or the committee as the case may be present at each such meeting.

ACCOUNTS

51. Accounts shall be prepared in accordance with the provisions of Part VII of the Act.

ANNUAL REPORT

52. The Council shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Commissioners.

ANNUAL RETURN

53. The Council shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Commissioners.

NOTICES

54. Any notice to be given to or by any person pursuant to the Articles shall be in writing except that a notice calling a meeting of the Council need not be in writing.
55. The Charity may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address. A member whose registered address is not within the United Kingdom and who gives to the Charity an address within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address but otherwise no such member shall be entitled to receive any notice from the Charity.
56. A member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and where necessary of the purposes for which it was called.
57. Proof that an envelope containing a notice was properly addressed prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

INDEMNITY

58. Subject to the provisions of the Act every member of the Council or other officer or auditor of the Charity shall be indemnified out of the assets of the Charity against any liability incurred by him in that capacity in defending any proceedings whether civil or criminal in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence default breach of duty or breach of trust in relation to the affairs of the Charity.

RULES

- 59 59.1 The Council may from time to time make such rules or bye laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Charity and for the purposes of prescribing classes of and conditions of membership and in particular but without prejudice to the generality of the foregoing they may by such rules or bye laws regulate:
- 59.1.1 the admission and classification of members of the Charity and the rights and privileges of such members and the conditions of membership and the terms on which members may resign or have their membership terminated;
- 59.1.2 the conduct of members of the Charity in relation to one another and to the Charity's servants;

- 59.1.3 the setting aside of the whole or any part or parts of the Charity's premises at any particular time or times or for any particular purpose or purposes;
- 59.1.4 the procedure at general meetings and meetings of the Council and committees in so far as such procedure is not regulated by the Articles;
- 59.1.5 generally all such matters as are commonly the subject matter of company rules.
- 59.2 The Charity in general meeting shall have power to alter add to or repeal the rules or bye laws and the Council shall adopt such means as they think sufficient to bring to the notice of members of the Charity all such rules or bye laws which shall be binding on all members of the Charity provided that no rule or bye law shall be inconsistent with or shall affect or repeal anything contained in the Memorandum or the Articles.

RESTRICTIONS

60. The Charity's profits (if any) or other income are to be applied in promoting its objects as set out in the Memorandum.
61. Payment of dividends is prohibited.
62. Clause 8 of the Memorandum relating to the winding-up and dissolution of the Charity shall have effect as if its provisions were repeated in the Articles

Names of Subscribers:

PETER NIGEL CHARLES ALLEN

JOHN FRANCIS GREEN

JANSEN PHILIP JACOB

STEPHEN ALAN JONES

DANIEL JAMES KIRK

ANDREW JOHN O'CONNELL

STEPHEN BURCHELL MARTIN YOUNG

Dated : 16 October 2019