

**THE COMPANIES ACT 2006  
COMPANY LIMITED BY GUARANTEE  
NOT HAVING A SHARE CAPITAL**

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**ARTICLES OF ASSOCIATION  
OF  
ELTHAM COLLEGE**

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**Date of Incorporation: 29 August 1996**

**Company Number: 3245525**

**Charity Number: 1058438**

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**ARTICLES OF ASSOCIATION**

**of**

**ELTHAM COLLEGE**

**1 Definitions and Interpretation**

1.1 In these Articles the following words and phrases shall have the following meanings unless the context otherwise requires:

**Act:** means the Companies Act 2006 including any statutory modification or re-enactment thereof for the time being in force.

**Articles:** means these Articles of Association.

**Charities Act:** means the Charities Act 2011 including any statutory modification, consolidation or re-enactment thereof for the time being in force.

**Charity:** means Eltham College.

**Charity Commission:** means the Charity Commission for England and Wales.

**clear days:** in relation to a period of notice means a 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.

**document:** includes, unless otherwise specified, any document sent or supplied in electronic form.

**electronic form:** has the meaning prescribed by the Act.

**electronic means:** has the meaning prescribed by the Act.

**Eligible Member** has the meaning prescribed by the Act.

**Governor:** means a governor of the Charity and includes any person occupying the position of governor, by whatever name called. The Governors are charity trustees as defined in the Charities Act.

**Hard Copy Form** has the meaning prescribed by the Act.

**Member:** means a person who is who is admitted to membership in accordance with the Articles.

**Memorandum:** means the memorandum of association of the Charity.

**Model Articles:** means the model articles for private companies limited by guarantee contained in Schedule 2 of the Companies (Model Articles) Regulations 2008 (SI 2008/3229).

**Objects:** the objects of the Charity as set out in Article 4.

<b>Ordinary Resolution:</b>	means a resolution (of the Members or, if applicable, a class of the Members) that is passed: <ul style="list-style-type: none"> <li>(a) if a written resolution, by Members representing a simple majority of the total voting rights of Eligible Members;</li> <li>(b) on a show of hands at a meeting, by a simple majority of the votes cast by those entitled to vote;</li> <li>(c) on a poll at a meeting, by Members representing a simple majority of the total voting rights of Members who (being entitled to do so) vote in person, by proxy or (if applicable) in advance.</li> </ul>
<b>Parent:</b>	means a person who is a parent or guardian of a pupil attending a school operated by the Charity.
<b>proxy notice:</b>	has the meaning given in Article 14.
<b>Secretary:</b>	means any person appointed to perform the duties of the secretary of the Charity.
<b>Special Resolution:</b>	means a resolution (of the Members or, if applicable, a class of the Members) passed: <ul style="list-style-type: none"> <li>(a) if a written resolution, by Members representing not less than 75% of the total voting rights of Eligible Members;</li> <li>(b) (on a show of hands at a meeting, by a majority not less than 75% of the votes cast by those entitled to vote;</li> <li>(c) on a poll at a meeting, by Members representing not less than 75% of the total voting rights of the Members who (being entitled to do so) vote in person, by proxy or (if applicable) in advance.</li> </ul>
<b>United Kingdom:</b>	means the United Kingdom of Great Britain and Northern Ireland.
<b>writing:</b>	means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

- 1.2 Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act.
- 1.3 Headings in the Articles are used for convenience only and shall not affect the construction or interpretation of the Articles.
- 1.4 The Model Articles shall not apply to the Charity.

## **CHARITY DETAILS**

### **2 Name**

The name of the registered Charity is Eltham College.

### **3 Registered Office**

The registered office of the Charity is to be situated in England and Wales.

## **OBJECTS AND POWERS**

### **4 Objects**

4.1 The objects of the Charity (the "Objects") are, for the public benefit, to advance the education of children and young people by (without prejudice to the generality of the foregoing) the provision of a school or schools, in particular but not exclusively, those conducted in accordance with the ethos and values of the Christian faith and those with a preference for the admission of children of Protestant missionaries subject to the discretion of the Trustees.

4.2 This Article 4 may be amended by special resolution but only with the prior written consent of the Charity Commission.

### **5 Powers**

The Charity has power to do anything which is calculated to further the Objects, or any of them, or is conducive or incidental to doing so. In particular, and without limiting the foregoing, the Charity's powers include power:

- 5.1 to accept any gift or transfer of money or any other property whether or not subject to any special trust;
- 5.2 to raise funds, provided that in doing so the Charity shall not undertake any substantial permanent taxable trading and shall comply with any relevant statutory regulations;
- 5.3 to purchase or form trading companies alone or jointly with others;
- 5.4 to buy, take on lease or exchange, hire or otherwise acquire and hold any real or personal estate;
- 5.5 to maintain, alter or equip for use any real or personal estate;
- 5.6 to erect, maintain, improve, or alter any buildings in which the Charity for the time being has an interest;
- 5.7 subject to such consents as may be required by law to sell, lease or otherwise dispose of all or any part of the real or personal estate belonging to the Charity;
- 5.8 subject to such consents as may be required by law to borrow or raise money and to give security for loans or grants;
- 5.9 to make grants or loans of money, to give guarantees and become or give security for the performance of contracts and to grant powers of attorney by way of security for the performance of obligations;
- 5.10 to co-operate, including exchanging information and advice, and enter into arrangements with other bodies, international, national, local or otherwise;

- 5.11 to establish or support any charitable trusts, associations, companies, institutions or other bodies formed for any of the charitable purposes included in the Objects;
- 5.12 to acquire or merge with any other charity;
- 5.13 to enter into partnership, joint venture or other arrangement with any body with objects similar in whole or part to the Objects;
- 5.14 to affiliate to or accept affiliation from any body with objects similar in whole or part to the Objects;
- 5.15 to set aside funds for special purposes or as reserves against future expenditure in accordance with a written reserves policy;
- 5.16 to deposit or invest funds with all the powers of a beneficial owner, but to invest only after obtaining advice from a financial expert (as defined in Article 5.17) and having regard to the suitability of investments and the need for diversification;
- 5.17 to delegate the management of investments to a financial expert but only on terms that:
  - 5.17.1 the investment policy is set down in writing for the financial expert by the Governors;
  - 5.17.2 make provision for appropriate and regular reporting obligations to the Governors or to a committee authorised by the Governors to receive such reports in respect of all transactions;
  - 5.17.3 the performance of the investments is reviewed regularly with the Governors;
  - 5.17.4 the Governors shall be entitled to cancel the delegation arrangement at any time;
  - 5.17.5 the investment policy and the delegation arrangement are reviewed at least once a year;
  - 5.17.6 all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Governors on receipt; and
  - 5.17.7 the financial expert must not do anything outside the powers of the Governors;

and **financial expert** means a person who is reasonably believed by the Governors to be qualified to give advice in relation to investments by reason of their ability in and practical experience of financial and other matters relating to investments;
- 5.18 to arrange for investments or other property of the Charity to be held in the name of a nominee (being a corporate body registered or having an established place of business in the United Kingdom) under the control of the Governors or of a financial expert (as defined in Article 5.17) acting under their instructions and to pay any reasonable fee required;
- 5.19 to insure and arrange insurance cover of every kind and nature in respect of the Charity, its property and assets and take out other insurance policies to protect the Charity, its employees, volunteers or Members as required;
- 5.20 to provide indemnity insurance to cover the liability of the Governors or any other officer of the Charity:
  - 5.20.1 which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust, or breach of duty of which they may be guilty in relation to the Charity but not extending to:

- (a) any liability resulting from conduct which the Governors knew, or must reasonably be assumed to have known, was not in the interests of the Charity, or where the Governors did not care whether such conduct was in the best interests of the Charity or not;
- (b) any liability to pay the costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud or dishonesty or wilful or reckless misconduct of the Governors;
- (c) any liability to pay a fine or regulatory penalty.

5.20.2 to make contributions to the assets of the Charity in accordance with the provisions of section 214 of the Insolvency Act 1986 but not extending to any liability to make such a contribution where the basis of the Governor'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;

- 5.21 to employ and pay any person or persons to supervise, organise, carry on the work of and advise the Charity provided that the Charity may only employ a Governor to the extent permitted in Article 6 and subject to compliance with the conditions set out there;
- 5.22 subject to the provisions of Article 6 to pay reasonable annual sums or premiums for or towards the provision of pensions for officers or employees for the time being of the Charity or their dependants;
- 5.23 to enter into contracts to provide services to or on behalf of other bodies;
- 5.24 to establish subsidiary companies to assist or act as agents for the Charity;
- 5.25 to publish or distribute information;
- 5.26 to hold exhibitions, meetings, lectures, classes, seminars or courses either alone or with others;
- 5.27 to cause to be written, printed or otherwise reproduced and circulated, gratuitously or otherwise, periodicals, magazines, books, leaflets or other documents, films, recorded tapes or materials reproduced on electronic media;
- 5.28 to foster and undertake research into any aspect of the Objects and its work and to disseminate and exchange the results of any such research;
- 5.29 to act as trustee of any trust;
- 5.30 to make any charitable donation either in cash or assets;
- 5.31 to obtain any Act of Parliament or other order or authority or to promote, support or oppose legislative or other measures or proceedings or to petition the Crown, Parliament or other public persons or bodies in the United Kingdom in respect of any matter affecting the interests of the Charity;
- 5.32 to pay out of the funds of the Charity the costs, charges and expenses of and incidental to the formation and registration of the Charity as a company and as a charity.

## **APPLICATION, PAYMENT OR DISTRIBUTION OF THE CHARITY'S PROPERTY AND INCOME AND LIMITED LIABILITY OF MEMBERS**

## **6 Application of income and property**

- 6.1 The income and property of the Charity shall be applied solely towards the promotion of the Objects.
- 6.2 None of the income or property of the Charity may be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit to Members of the Charity. A Member may only receive a benefit, directly or indirectly, in accordance with Article 6.3.
- 6.3 A Governor:
- 6.3.1 shall be entitled to be paid reasonable out-of-pocket expenses properly incurred when acting on behalf of the Charity;
  - 6.3.2 may receive an indemnity from the Charity in accordance with Article 36;
  - 6.3.3 may benefit from insurance cover, including indemnity insurance, purchased at the expense of the Charity in accordance with Article 5;
- subject thereto no Governor may receive any payment or other material benefit, directly or indirectly, from the Charity unless:
- 6.3.4 the payment is expressly permitted in Article 6.4 below and the conditions set out in Article 6.5 are followed; or
  - 6.3.5 the Governors obtain the prior written approval of the Charity Commission.
- 6.4 A Governor may directly or indirectly:
- 6.4.1 receive a benefit in the capacity of a beneficiary of the Charity;
  - 6.4.2 receive fees, remuneration or other benefit in money or money's worth under a contract for the supply of goods or services (including goods supplied in connection with the provision of such services) to the Charity other than for acting as a Governor;
  - 6.4.3 receive interest on money lent to the Charity at a reasonable and proper rate not exceeding either 2% per annum below the base lending rate prescribed for the time being by a clearing bank in London selected by the Governors or 3%, whichever is the greater;
  - 6.4.4 receive reasonable and proper rent for premises demised or let to the Charity.
- 6.5 The authority in Article 6.4 above is subject to the following conditions being satisfied:
- 6.5.1 the remuneration or other sums paid to or for the benefit of the Governor do not exceed an amount which is reasonable in all the circumstances;
  - 6.5.2 prior to any payment being made to the Governor or for their benefit (other than in their capacity as a beneficiary) an appropriate written contract is concluded between the Governor (or relevant person) and the Charity containing the full details of their duties and obligations to the Charity the amount of remuneration payable to them and all other relevant terms and conditions and copies of all such contracts are retained by the Charity for inspection by any authorised person;
  - 6.5.3 the other Governors are satisfied that it is in the interests of the Charity to contract with that Governor (or relevant person) rather than with someone who is not a Governor (or relevant person). In reaching that decision the Governors shall balance the advantage of contracting with the Governor (or relevant person) against the disadvantages of

doing so (including the loss of the Governor's services as a result of dealing with the Governor's conflict of interests);

6.5.4 a majority of the Governors then in office are not in receipt of such payments or benefits;

6.5.5 the provisions of Article 7 below are observed in relation to any discussions of the Governors concerning that Governor's interest, their remuneration or any variation of their remuneration;

and, in this Article, where Article 6.4 applies in respect of a Governor indirectly, a **relevant person** is a person (other than the Governor) who proposes to enter into a contract with, lend money to or demise or let premises to the Charity under Articles 6.4.2, 6.4.3 or 6.4.4 as the case may be.

## **7 Conflicts of interests and conflicts of loyalty**

7.1 Whenever a Governor has a personal interest (including but not limited to a personal financial interest or a duty of loyalty owed to another organisation or person) directly or indirectly in a matter to be discussed at a meeting of the Governors or a committee of the Governors or in any transaction or arrangement with the Charity (whether proposed or already entered into), the Governor concerned shall:

7.1.1 declare an interest at or before any discussion on the item;

7.1.2 withdraw from any discussion on the item save to the extent that they are invited expressly to contribute information;

7.1.3 not be counted in the quorum for the part of any meeting and any vote devoted to that item; and

7.1.4 withdraw during the vote and have no vote on the item.

7.2 Where a Governor becomes aware of such a personal interest in relation to a matter arising in a resolution in writing circulated to the Governors, the Governor concerned shall:

7.2.1 as soon as possible declare an interest to all the other Governors;

7.2.2 not be entitled to vote on the resolution in writing, and

the resolution shall take effect accordingly provided that any Governor who has already voted on the resolution may, on being notified of the personal interest, withdraw their vote.

7.3 Articles 7.1.2 to 7.1.4 and 7.2 shall not apply where the matter to be discussed is in respect of a policy of insurance as authorised in the Articles.

7.4 If a conflict of interests arises for a Governor, which may but need not be because of a duty of loyalty owed to another organisation or person, and the conflict is not authorised by virtue of any other provision in the Articles, then, on the matter being proposed to the Governors, the unconflicted Governors may authorise the conflict of interests (the authorised conflict) subject to the conditions in Article 7.5.

7.5 A conflict of interests may only be authorised under Article 7.4 if;

7.5.1 the unconflicted Governors consider it is in the interests of the Charity to do so in the circumstances applying;

7.5.2 the procedures of Articles 7.1 and 7.2 (as the case may be) are followed in respect of the authorised conflict; and

7.5.3 the terms of Article 6 are complied with in respect of any direct or indirect benefit to the conflicted Governor which may arise from the authorised conflict.

7.6 Where a conflict is authorised in accordance with Articles 7.4 and 7.5 above, the unconflicted Governors, as they consider appropriate in the interests of the Charity, may set out any express terms of the authorisation, which may, but need not, include authorising the conflicted Governor:

7.6.1 to disclose information confidential to the Charity to a third party; or

7.6.2 to refrain from taking any step required to remove the conflict,

and may impose conditions on the authorisation.

## **8 Limited liability of Members**

Every Member undertakes to contribute to the assets of the Charity, in the event of the same being wound up while they are a Member, or within one year after they cease to be Member, for payment of the debts and liabilities of the Charity contracted before they cease 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, such amount as may be required not exceeding one pound.

## **9 Surplus assets**

If on the winding-up or dissolution of the Charity there remains, after the satisfaction of all its debts and liabilities any property whatever, the same shall not be paid to or distributed among the Members, but shall be given or transferred as to one half to the charity called The Baptist Missionary Society and as to the remaining half to the charity called the Council for World Mission.

## **MEMBERSHIP**

### **10 Members**

10.1 The Members shall be the Governors for the time being.

10.2 Any Governor shall, by agreeing to become a Governor, agree to become a Member of the Charity and accordingly shall be admitted to membership of the Charity on their appointment as Governor.

10.3 Membership is not transferable.

10.4 The Charity shall maintain a register of Members.

### **11 Termination of membership**

A Member who ceases to be a Governor automatically ceases to be a Member.

## **MEETINGS OF MEMBERS**

### **12 General meetings**

12.1 The Governors may call general meetings.

12.2 On the requisition of Members pursuant to the Act the Governors shall forthwith proceed to convene a general meeting in accordance with the provisions of the Act. If there are not within the United Kingdom sufficient Governors to call a general meeting, any Governor or any Member may call a general meeting in accordance with the provisions of the Act.

### **13 Notice of general meetings**

- 13.1 General meetings shall be called by at least 14 clear days' notice.
- 13.2 A general meeting may be called by shorter notice if it is so agreed by a majority in number of the Members having a right to attend and vote at the meeting, being a majority together representing not less than 90% of the total voting rights at that meeting of all the Members.
- 13.3 The notice shall specify the place, the day and the time of meeting, the general nature of the business to be transacted and a statement pursuant to the Act informing the Member of their rights regarding proxies.
- 13.4 Subject to the provisions of the Articles and to any restrictions imposed on any classes of membership, notice of general meeting shall be given in any manner authorised by these Articles to:
- 13.4.1 the auditor for the time being of the Charity; and
- 13.4.2 each Governor,
- and no other person shall be entitled to receive notice of general meetings.
- 13.5 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.
- 13.6 A Member present at any meeting of the Charity either in person or by proxy shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.

### **14 Proxies**

- 14.1 A Member is entitled to appoint another person as their proxy to exercise all or any of their rights to attend and to speak and vote at a general meeting of the Charity.
- 14.2 Proxies may only validly be appointed by a notice in writing (a proxy notice) which:
- 14.2.1 states the name and address of the Member appointing the proxy;
- 14.2.2 identifies the person appointed to be that Member's proxy and the general meeting in relation to which that person is appointed;
- 14.2.3 is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the Governors may determine; and
- 14.2.4 is delivered to the Charity in accordance with the Articles and any instructions contained in the notice of the general meeting to which they relate.
- 14.3 The Charity may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- 14.4 Unless a proxy notice indicates otherwise, it must be treated as:
- 14.4.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
- 14.4.2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.
- 14.5 Proxy notices may:

14.5.1 in the case of an instrument in Hard Copy Form, be deposited at the Charity's registered office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Charity in relation to the meeting not less than 48 hours (including any part of a day that is not a working day) before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or

14.5.2 in the case of an appointment in electronic form, where an address has been specified for the purpose of receiving documents in electronic form:

- (a) in the notice convening the meeting, or
- (b) in any instrument of proxy sent out by the Charity in relation to the meeting, or
- (c) in any invitation in electronic form to appoint a proxy issued by the Charity in relation to the meeting,

be received at such address not less than 48 hours before (including any part of a day that is not a working day) the time for holding the meeting or adjourned meeting at which the person named in the proxy notice proposes to vote;

14.5.3 in the case of a poll taken more than 48 hours after it is demanded, be deposited or received as aforesaid after the poll has been demanded and not less than 24 hours before (including any part of a day that is not a working day) the time appointed for the taking of the poll; or

14.5.4 in the case of a poll which is not taken forthwith but taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chair or to the Secretary or to any Governor;

and a proxy notice which is not deposited, delivered or received in a manner so permitted shall be invalid.

14.6 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Charity by or on behalf of that person.

14.7 An appointment under a proxy notice may be revoked by delivering to the Charity a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.

14.8 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.

## **15 Quorum**

15.1 No business shall be transacted at any general meeting unless a quorum is present.

15.2 Two-thirds of the total Membership entitled to vote upon the business to be transacted, each being a Member or a proxy for a Member, shall be a quorum.

15.3 If within thirty minutes from the time appointed for the meeting a quorum is not present, or if during a meeting a quorum ceases to be present, the meeting:

15.3.1 if convened on the requisition of Members, shall be dissolved;

15.3.2 in any other case, shall be adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Governors may determine.

## **16 Chair**

### **16.1 There shall be a chair of every general meeting:**

16.1.1 The chair, if any, of the Governors shall chair every general meeting of the Charity.

16.1.2 In their absence the vice-chair, if any, of the Governors shall act as chair.

16.1.3 If at any meeting neither the chair nor the vice-chair is present within ten minutes after the time appointed for the holding of the meeting and willing to act, the Governors present shall elect one of their number to chair the meeting.

16.1.4 If there is only one Governor present and willing to act, they shall chair the meeting.

16.1.5 If at any meeting no Governor is willing to act as chair, the Governors present shall choose one of their number to chair the meeting.

## **17 Adjournment**

### **17.1 In relation to adjournment of meetings:**

17.1.1 the chair 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 the business left unfinished at the meeting from which the adjournment took place;

17.1.2 when a meeting is adjourned for fourteen days or more, the Charity shall give at least seven clear days' notice of it to the same persons to whom notice of the Charity's general meetings is required to be given, and containing the same information which such notice is required to contain;

17.1.3 otherwise it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

## **18 Attendance and speaking at general meetings**

18.1 A person is able to exercise the right to speak at a general meeting when that person is in a position, during the meeting, to communicate to all those attending the meeting any information or opinions which that person has on the business of the meeting.

18.2 A person is able to exercise the right to vote at a general meeting when:

18.2.1 that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and

18.2.2 that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.

18.3 The Governors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.

18.4 In determining attendance at a general meeting, it is immaterial whether any two or more Members attending it are in the same place as each other.

18.5 Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

- 18.6 Nothing in these Articles is to be taken to preclude the holding and conducting of a general meeting by such suitable electronic means as the Governors may decide which provide for all Members who are not present together at the same place to be able to communicate with all the other participants simultaneously, to speak and to vote during the general meeting.

## **DECISIONS OF MEMBERS**

### **19 Voting at general meetings**

- 19.1 A resolution put to the vote of a general 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.
- 19.2 Unless a poll is duly demanded, a declaration by the chair and an entry to that effect in the minutes of proceedings of the Charity that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
- 19.3 In the case of an equality of votes, the chair of the meeting shall be entitled to a second or casting vote.

### **20 Votes of Members**

- 20.1 Every Member shall have one vote.
- 20.2 Subject to Article 20.4, on a vote on a resolution on a show of hands at a meeting, every proxy present who has been duly appointed by one or more Members entitled to vote on the resolution has one vote, save that a proxy has one vote for and one vote against the resolution if:
- 20.2.1 the proxy has been duly appointed by more than one Member entitled to vote on the resolution, and
- 20.2.2 the proxy has been instructed by one or more Members to vote for the resolution and by one or more Members to vote against it.
- 20.3 Subject to Article 20.4, on a vote on a resolution on a poll taken at a meeting all or any of the voting rights of a Member may be exercised by one or more duly appointed proxies.
- 20.4 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 chair whose decision shall be final and conclusive.

### **21 Written resolutions**

- 21.1 Subject to the provisions of the Act:
- 21.1.1 A written resolution is passed as an Ordinary Resolution if it is agreed to by Members representing a simple majority of the total voting rights of Eligible Members.
- 21.1.2 A written resolution is passed as a Special Resolution if it is agreed to by Members representing not less than seventy five percent of the total voting rights of Eligible Members; and states that it is a Special Resolution.
- 21.1.3 A Members' resolution under the Act removing a Governor or an auditor before the expiration of their term of office may not be passed by a written resolution.

- 21.1.4 A copy of the written resolution must be sent to every Eligible Member together with a statement informing them of the date by which the resolution must be passed if it is not to lapse, and how to indicate their agreement to the resolution.
- 21.1.5 A Member indicates their agreement to a written resolution when the Charity receives from the Member an authenticated document identifying the written resolution and indicating their agreement to it:
- (a) by the Member's signature if the document is in Hard Copy Form; or
  - (b) by the Member's signature, or confirmation of the Member's identity in a manner specified by the Charity, accompanied by a statement of the Member's identity which the Charity has no reason to doubt, if the document is in electronic form.
- 21.2 A written resolution shall lapse if it is not passed before the end of 28 days beginning with the date on which the resolution is circulated in accordance with the Act.

## GOVERNORS

### 22 Governors

- 22.1 Unless otherwise determined by the Governors, the maximum number of Governors shall be seventeen and the minimum number of Governors shall be ten.
- 22.2 Subject to Article 22.1, the Governors shall include;
- 22.2.1 one Governor nominated by the Baptist Missionary Society;
  - 22.2.2 one Governor nominated by the United Reformed Church; and
  - 22.2.3 one Governor nominated by the Council for World Mission,
- (the **Nominative Governors**);
- 22.2.4 at least two Governors who are Parents at the time of their appointment (the **Parent Governors**);
  - 22.2.5 such number of co-opted Governors determined appropriate by the Governors (the **Trust Governors**).
- 22.3 A Governor may not appoint an alternate Governor or anyone to act on their behalf at meetings of the Governors.

### 23 Appointment of Governors

- 23.1 Any person who is willing to act as a Governor, and is permitted by law to do so, may be appointed to be a Governor by a simple majority of all the Governors entitled to attend and vote at any meeting of the Governors, provided that, in the case of the Nominative Governors, the recommendations made by the relevant nominating body are followed, unless the appointing body can demonstrate to the relevant nominating body that it has reasonable cause not to.
- 23.2 Subject to Article 22.1, should the Baptist Missionary Society, the United Reformed Church, or the Council for World Mission omit for a period of not less than six months to nominate a Governor for appointment under Article 22.2.2, the Governors may appoint any person to be a Governor in their place and to be treated as if they were a duly appointed Nominative Governor. Any Governor so appointed shall hold office only until the effective exercise of its power of appointment by the relevant nominating body.

- 23.3 In any case where, as a result of death, the Charity has no Members, the personal representatives of the last Member to have died shall have the right, by notice in writing, to appoint a person to be a Governor (and also a Member pursuant to article **Error! Reference source not found.**).
- 23.4 For the purposes of Article 23.3 where two or more Members die in circumstances rendering it uncertain who was the last to die, a younger Member shall be deemed to have survived an older Member.
- 23.5 No appointment of a Governor, whether by the Charity in general meeting or by the other Governors, may be made which would cause the number of Governors to exceed any number fixed as the maximum number of Governors.
- 23.6 Subject to Articles 25 and 26 Governors shall be appointed for terms of four years.

## **24 Retirement of Governors**

- 24.1 Governor shall retire at the end of their four year term.
- 24.2 Subject to Article 24.3, a person retiring from the office of Governor shall be eligible for re-appointment with the approval of a simple majority the Governors entitled to vote on the matter.
- 24.3 No Governor shall serve for a consecutive period of more than eight years save with the approval of at least two thirds of the Governors entitled to vote on the matter and provided they are re-appointed for an exceptional third and final term of no more than four years.

## **25 Removal of Governors**

- 25.1 The Charity may by Ordinary Resolution of which special notice has been given to the Charity in accordance with the Act remove any Governor before the expiration of their period of office notwithstanding anything in these Articles or in any agreement between the Charity and such Governor.
- 25.2 The Governors may remove any Governor before the expiration of their period of office by a resolution at a meeting of the Governors passed by all the Governors present and entitled to vote on the matter provided that:
- 25.2.1 the Governor proposed to be removed shall have received at least 14 clear days' notice in writing of the proposed resolution and the reasons for the proposal;
- 25.2.2 the Governor or, at the option of the Governor, the Governor's representative, who need not be a Governor, has been permitted to make representations to the meeting; and
- 25.2.3 the Governors passing the resolution determine that it is in the best interests of the Charity to do so.

## **26 Disqualification or vacation of office of Governors**

A Governor's term of office automatically terminates if:

- 26.1 the Governor ceases to be a Member;
- 26.2 the Governor is removed from office under Article 25, ceases to be a Governor by virtue of any provision of the Act or becomes prohibited by law from being a Governor;
- 26.3 the Governor is disqualified from acting as a charity trustee by virtue of the Charities Act;

- 26.4 a registered medical practitioner who is treating the Governor gives a written opinion to the Charity stating that the Governor has become physically or mentally incapable of acting as a Governor and may remain so for more than three months;
- 26.5 a court makes an order which wholly or partly prevents the Governor from personally exercising any powers or rights which they would otherwise have and the Governors resolve that their office be vacated;
- 26.6 the Governor resigns their office by written notice to the Charity provided at least two Governors remain in office after the resignation takes effect; or
- 26.7 the Governor is absent from all Governors' meetings over the course of two academic terms without leave and the Governors resolve that their office be vacated.

## **27 Powers and duties of the Governors**

- 27.1 Subject to the provisions of the Act and the Articles and to any directions given by Special Resolution, the business of the Charity shall be managed by the Governors who may exercise all the powers of the Charity.
- 27.2 No alteration of the Articles and no direction given by Special Resolution shall invalidate anything which the Governors have done before the making of the alteration or the passing of the resolution.
- 27.3 A meeting of the Governors at which a quorum is present may exercise all powers exercisable by the Governors.

## **28 Proceedings and decisions of the Governors**

- 28.1 Subject to the provisions of the Articles, the Governors may regulate their proceedings as they think fit.
- 28.2 The Governors shall meet at least three times a year.
- 28.3 A meeting of the Governors:
  - 28.3.1 may be called by any Governor; and
  - 28.3.2 shall, at the request of a Governor, be called by the Secretary (if any).
- 28.4 Notice of any meeting of the Governors must indicate:
  - 28.4.1 its proposed date, time and subject matter;
  - 28.4.2 where it is to take place; and
  - 28.4.3 if it is anticipated that Governors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.
- 28.5 In fixing the date and time of any meeting of the Governors, the Governor calling it shall try to ensure, subject to the urgency of any matter to be decided by the Governors, that as many Governors as practicable are likely to be available to participate in it.
- 28.6 Notice of a meeting of the Governors must be given to each Governor, but need not be in writing.

- 28.7 Notice of a meeting of the Governors need not be given to Governors who waive their entitlement to notice of that meeting, which they may do by giving notice to that effect to the Charity seven days before or after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.
- 28.8 Governors are to be treated as having waived their entitlement to notice of a meeting if they have not supplied the Charity with the information necessary to ensure that they receive the notice before the meeting takes place.
- 28.9 Any Governor may participate in a meeting of the Governors by means of video conference, telephone or any suitable electronic means agreed by the Governors whereby all persons participating in the meeting can communicate with all the other participants and participation in such a meeting shall constitute presence in person at that meeting.
- 28.10 In relation to the quorum for a meeting of the Governors:
- 28.10.1 no decision other than a decision to call a meeting of the Governors or a general meeting shall be taken by the Governors unless a quorum participates in the decision-making process;
- 28.10.2 the quorum for decision-making by the Governors may be fixed from time to time by a decision of the Governors, provided it shall not be less than two-thirds of the total number of Governors entitled to vote on the matter, and unless otherwise fixed it is two or two-thirds of the total number of Governors entitled to vote on the matter (whichever is the greater);
- 28.10.3 if the total number of Governors for the time being is less than the quorum required for decision-making by the Governors, the Governors shall not take any decision other than a decision to appoint further Governors.
- 28.10.4 a Governor shall not be counted in the quorum present at a meeting in relation to a resolution on which they are not entitled to vote.
- 28.11 Questions arising at a meeting shall be decided by a majority of votes.
- 28.12 At their first meeting the Governors shall elect a chair and vice-chair from among their number and shall determine the period for which they are to hold office, although they shall always be eligible for re-election.
- 28.13 If at any meeting neither the chair nor the vice-chair is present within ten minutes after the time appointed for holding the same, or if there is no chair or vice-chair, the Governors present shall choose one of their number to chair the meeting.
- 28.14 In the case of an equality of votes, the chair shall have a second or casting vote. But this does not apply if, in accordance with the Articles, the chair is not to be counted as participating in the decision-making process for quorum or voting purposes. No Governor in any other circumstances shall have more than one vote.
- 28.15 All acts done by any meeting of the Governors or of a committee, or by any person acting as a Governor, shall, notwithstanding that it be afterwards discovered that:
- 28.15.1 there was some defect in the appointment of any such Governor or person acting as a Governor, or
- 28.15.2 they or any of them were disqualified, or
- 28.15.3 they or any of them were not entitled to vote on the matter,

be as valid as if every such person had been duly appointed and was qualified to be a Governor.

28.16 Save for a resolution to remove a Governor from office under Article 25.1, a resolution in writing, signed by all the Governors entitled to receive notice of a meeting of the Governors and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Governors duly convened and held and may consist of several documents in like form each signed by one or more Governors.

28.17 Subject to the Articles, the Governors may make any rules which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to the Governors.

## **29 Delegation by the Governors**

29.1 The Governors may establish and delegate any of their powers to any committee consisting of a majority of and in any event at least three Governors.

29.2 The Governors shall determine the terms of any delegation to such a committee and may impose conditions, including that;

29.2.1 the relevant powers are to be exercised exclusively by the committee to whom the Governors delegate;

29.2.2 no expenditure may be incurred on behalf of the Charity except in accordance with a budget previously agreed with the Governors.

29.3 Subject to and in default of any other terms imposed by the Governors;

29.3.1 the chair and vice-chair shall be ex-officio members of every committee appointed by the Governors;

29.3.2 the members of a committee may, with the approval of the Governors, appoint such persons, not being Governors, as they think fit to be members of that committee;

29.3.3 a committee may elect a chair of its meetings; if no such chair is elected, or, if at any meeting the chair is not present within ten minutes after the time appointed for holding the same, the members present may choose one of their number to chair the meeting;

29.3.4 a committee may meet and adjourn as it thinks proper;

29.3.5 questions arising at any meeting shall be determined by a majority of votes of the committee members present, and

29.3.6 in the case of an equality of votes the chair of the committee shall have a second or casting vote;

and subject thereto committees to which the Governors delegate any of their powers shall follow procedures which are based as far as they are applicable on those provisions of the Articles which govern the taking of decisions by the Governors.

29.4 The terms of any delegation to a committee shall be recorded in the minute book.

29.5 The Governors may revoke or alter a delegation.

29.6 All acts and proceedings of committees shall be reported to the Governors fully and promptly.

### **30 Delegation of day to day management**

- 30.1 The Governors may delegate day to day management and administration of the Charity to one or more managers.
- 30.2 In respect of each manager the Governors shall:
- 30.2.1 provide a description of the manager's role; and
  - 30.2.2 set the limits of the manager's authority.
- 30.3 The managers shall report regularly and promptly to the Governors on the activities undertaken in accordance with their role.

## **SECRETARY AND MINUTES**

### **31 Secretary**

- 31.1 Subject to the provisions of the Act, any Secretary shall be appointed by the Governors for such term at such remuneration and on such conditions as the Governors may think fit. Any Secretary so appointed by the Governors may be removed by them
- 31.2 A Secretary who is also a Governor may not be remunerated save as permitted in accordance with the Articles.

### **32 Minutes**

- 32.1 The Governors shall ensure that the Charity keeps records, in writing, comprising:
- 32.1.1 minutes of all proceedings at general meetings;
  - 32.1.2 copies of all resolutions of Members passed otherwise than at general meetings;
  - 32.1.3 details of appointments of officers made by the Governors; and
  - 32.1.4 minutes of meetings of the Governors and committees of the Governors, including the names of the Governors present at the meeting.
- 32.2 The Governors shall ensure that the records comprising 32.1.1 and 32.1.2 above shall be kept for at least 10 years from the date of the meeting or resolution, as the case may be.

## **ACCOUNTS AND AUDIT**

### **33 Accounts**

- 33.1 The Governors shall comply with the requirements of the Act and of the Charities Act for keeping financial records, the audit or other scrutiny of accounts (as required) and the preparation and transmission to the Registrar of Companies and the Charity Commission, as the case may be, of:
- 33.1.1 annual reports;
  - 33.1.2 annual returns; and
  - 33.1.3 annual statements of account.
- 33.2 Accounting records relating to the Charity shall be made available for inspection by any Governor at any reasonable time during normal office hours and may be made available for inspection by Members who are not Governors if the Governors so decide.

- 33.3 The Governors shall supply a copy of the Charity's latest available statement of account to any Governor or Member on request, and within two months of the request to any other person who makes a written request and pays the Charity's reasonable costs of complying with the request.

#### **34 Audit**

Auditors shall be appointed and their duties regulated as required in accordance with the Act and the Charities Act.

### **COMMUNICATION**

#### **35 Means of communication**

- 35.1 Subject to the Articles, the Charity may deliver a notice or other document to a Member:
- 35.1.1 by delivering it by hand to an address as provided in accordance with paragraph 4 of schedule 5 to the Act;
  - 35.1.2 by sending it by post or other delivery service in an envelope (with postage or delivery paid) to an address as provided in accordance with paragraph 4 of schedule 5 to the Act;
  - 35.1.3 by fax to a fax number notified by the Member in writing;
  - 35.1.4 in electronic form to an address notified by the Member in writing;
  - 35.1.5 by a website, the address of which shall be notified to the Member in writing; or
  - 35.1.6 by advertisement in at least two national newspapers.
- 35.2 This Article does not affect any provision in any relevant legislation or the Articles requiring notices or documents to be delivered in a particular way.
- 35.3 If a notice or document:
- 35.3.1 is delivered by hand, it is treated as being delivered at the time it is handed to or left for the Member.
  - 35.3.2 is sent by post or other delivery service in accordance with Article 35.1.2 above it is treated as being delivered:
    - (a) 24 hours after it was posted, if first class post was used; or
    - (b) 48 hours after it was posted or given to delivery agents, if first class post was not used;provided it can be proved that a notice or document was delivered by post or other delivery service by showing that the envelope containing the notice or document was:
    - (c) properly addressed; and
    - (d) put into the postal system or given to delivery agents with postage or delivery paid.
  - 35.3.3 is sent by fax, providing that the Charity can show that it was sent to the fax number provided by the Member, it is treated as being delivered at the time it was sent.

- 35.3.4 is sent in electronic form, providing that the Charity can show that it was sent to the electronic address provided by the Member, it is treated as being delivered at the time it was sent.
- 35.3.5 is sent by a website, it is treated as being delivered when the material was first made available on the website, or if later, when the recipient received (or is deemed to have received) notice of the fact that the material was available on the website.
- 35.4 If a notice is given by advertisement, it is treated as being delivered at midday on the day when the last advertisement appears in the newspapers.

## **INDEMNITY**

### **36 Indemnity**

Subject to the provisions of the Act, but without prejudice to any indemnity to which the person concerned may otherwise be entitled, every Governor or other officer of the Charity (other than any person (whether an officer or not) engaged by the Charity as auditor) shall be indemnified out of the assets of the Charity against any liability incurred by him for negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity, provided that this Article shall be deemed not to provide for, or entitle any such person to, indemnification to the extent that it would cause this Article, or any element of it, to be treated as void under the Act.

## **RULES AND BYELAWS**

### **37 Rules or byelaws**

- 37.1 The Governors may from time to time make such rules or byelaws as they may deem necessary or convenient for the proper conduct and management of the Charity or for the purpose of prescribing classes and conditions of membership of either the Charity or any group established to support the Charity. In particular but without prejudice to the generality of the above, they may by such rules or byelaws regulate:
- 37.1.1 the rights and privileges of Members and the conditions of membership;
- 37.1.2 the conduct of Members in relation to one another and to the Charity's employees and volunteers;
- 37.1.3 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; and
- 37.1.4 the procedure at general meetings and meetings of the Governors and committees in so far as such procedure is not regulated by these Articles.
- 37.2 The Charity in general meeting shall have power by Special Resolution to alter or repeal the rules or byelaws and to make additions to them.
- 37.3 The Governors shall adopt such means as they deem sufficient to bring to the notice of Members of the Charity all such rules or byelaws which, so long as they shall be in force, shall be binding on all Members of the Charity provided nevertheless that no rule or byelaw shall be inconsistent with, or shall affect or repeal anything contained in the Articles.