

Company number 03492921

PRIVATE COMPANY LIMITED BY GUARANTEE

SPECIAL RESOLUTION

of

THE CONGREGATION OF THE DAUGHTERS OF THE CROSS OF LIEGE ("the Charity")

Passed on 28<sup>th</sup> October 2019

The following resolution was duly passed by the members of the Charity as a special resolution by way of written resolution under Chapter 2 of Part 13 of the Companies Act 2006 on the above date.

**IT IS RESOLVED THAT** the draft regulations circulated with this written resolution, and for the purposes of identification marked "A", be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association.

Signature.....*V. Hagen*..... (Trustee)

Name...*VERONICA HAGEN*...



THE COMPANIES ACT 2006

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

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ARTICLES OF ASSOCIATION

OF

THE CONGREGATION OF THE DAUGHTERS OF THE CROSS OF LIEGE  
**(Adopted by Special Resolution passed on 28<sup>th</sup> October 2019)**

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## PART 1

INTERPRETATION, LIMITATION OF LIABILITY, OBJECTS, POWERS AND APPLICATION OF  
INCOME AND PROPERTY

The name of the company is The Congregation of the Daughters of the Cross of Liege and in this document it is referred to as "the Charity".

### **1. Interpretation**

(1) In these articles, unless the context requires otherwise—

**"Address"** means a postal address or, for the purposes of electronic communication, a fax number, an e-mail address or a telephone number for receiving text messages in each case registered with the Charity;

**"the Articles"** means the Charity's articles of association;

**"the Charity"** means the above named company;

**"the Congregation"** means the Congregation of the Daughters of the Cross founded in Liege in 1833;

**"bankruptcy"** includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;

**"Chairperson of the Trustees"** has the meaning given in article 41;

**"Chairperson of the Members "** has the meaning given in article 18;

**"Companies Acts"** means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the Charity and as further modified by statute or re-enacted from time to time;

**"Document"** includes, unless otherwise specified, any document sent or supplied in electronic form;

**"Electronic form"** has the meaning given in section 1168 of the Companies Act 2006;

**"Ex-Officio Trustees"** has the meaning given to that term in article 29;

**"in writing"** 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;

**"Member"** means a member of the Charity within the meaning given in section 112 of the Companies Act 2006;

**"Membership"** means membership in accordance with these articles;

**"Month"** means a calendar month;

**"the Objects of the Charity"** are as defined in article 3.

**"the Office"** means the registered office of the Charity;

**"Ordinary resolution"** has the meaning given in section 282 of the Companies Act 2006;

**"Powers of the Charity"** are as defined in article 4.

**"the Provincial Bursar"** means the Provincial Bursar of the English Province of the Congregation;

**"the Provincial Council"** means the Provincial Council of the English Province of the Congregation;

**"the Provincial Superior"** means the Provincial Superior of the English Province of the Congregation;

**"Participate"** in relation to a Trustees meeting, has the meaning given in article 38;

**"Proxy notice"** has the meaning given in article 25;

**"the Secretary"** means the secretary of the Charity;

**"Sister Superior"** means the Sister Superior of the English Province of the Congregation;

**"Special resolution"** has the meaning given in section 283 of the Companies Act 2006;

**"Subsidiary"** has the meaning given in section 1159 of the Companies Act 2006;

**"the Superior General"** means the Superior General of the Congregation;

**"the Trustees"** means the Trustees for the time being of the Charity who shall be regarded as the Directors of the above named company for the purposes of the Companies Acts;

**"the United Kingdom"** means Great Britain and Northern Ireland;

Words importing the singular shall include the plural, and vice versa;

Words importing one gender shall include all genders; and

Words importing persons shall include corporations.

- (2) Unless the context otherwise requires, other words or expressions contained in these articles bear the same meaning as in the Companies Act 2006 as in force on the date when these articles become binding on the Charity.

## **2. Liability of Members**

- (1) The liability of each Member is limited to £1.
- (2) Every Member of the Charity undertakes to contribute £1 to the assets of the Charity in the event of its being wound up while she is a Member, or within one year after she ceases to be a Member, for—
- (a) payment of the Charity's debts and liabilities contracted before she ceases to be a Member, and
  - (b) payment of the costs, charges and expenses of winding up, and
  - (c) the adjustment of the rights of the contributions among themselves.

## **3. Objects**

- (1) The objects for which the Charity is established are the charitable purposes of the Congregation and in particular:-
- (a) the advancement of religion by establishing and maintaining convents or homes for the residence of members of the Congregation or for the residence, instruction and training of those intending to become members, churches and chapels for the purpose of religious worship according to the rites and ceremonies of the Roman Catholic Church (whether open to the public or not) and residences for chaplains in charge of such churches or chapels;
  - (b) the advancement of education by establishing and maintaining educational institutions in accordance with Canon 803 of the Code of Canon Law or any subsequent equivalent version of that Canon of the Code;
  - (c) the relief of poverty and suffering by establishing and maintaining hospitals, hospices, nursing homes and residential homes for the sick, elderly or needy;
  - (d) the advancement of religion, the advancement of education and the relief of poverty and suffering by direct activity in the community and all other charitable means including giving alms to the needy;
  - (e) such other charitable purposes for the benefit of the community as the Trustees shall from time to time determine.

## **4. Powers**

- (1) The Charity has power to do anything which is calculated to further its Objects or is conducive or incidental to doing so. In particular the Charity has power:-

- a. to print and publish any newspapers, periodicals, books, articles or leaflets;
- b. to purchase, take on lease, or in exchange, hire or otherwise acquire real or personal property and rights or privileges anywhere in the world, and to construct, maintain and alter buildings or erections;
- c. to sell, manage, let or mortgage, dispose of or turn to account all or any of the property or assets of the Charity subject to such consents as may be required by the law;
- d. to execute and do all such other instruments, acts and things as may be requisite for the efficient management, development and administration of the said property;
- e. to borrow or raise money for the objects of the Charity on such terms and on such security as may be thought fit subject to such consents as may be required by law;
- f. to take and accept any gift of money, property or other assets whether subject to any special trust or not for the objects of the Charity;
- g. to raise funds and organise appeals and invite and receive contributions from any person or persons whatsoever by way of subscription, donation and otherwise, provided that the Charity shall not undertake any permanent taxable trading activities in raising funds for the charitable objects aforesaid;
- h. to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts;
- i. to invest in its own name or in the name of nominees moneys of the Charity not immediately required for its purposes in or upon such investments, securities or property as may be thought fit subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided;
- j. to delegate upon such terms and with such remuneration as the Charity shall think fit to professional investment managers ("the Managers") the exercise of the power contained in the foregoing sub-clause i. **provided always that:**
  - (i) the Managers shall be persons who are entitled to carry on investment business under the provisions of the Financial Services and Markets Act 2000 or any statutory modification or re-enactment of the same or under law of the land where the investments are held;
  - (ii) the Charity shall authorise the Managers to exercise such delegated power as aforesaid only within clear investment policy guidelines laid down from time to time by the Charity and the Charity shall use its best endeavours to ensure that those guidelines are observed;
  - (iii) the Managers shall be under a duty to report promptly to the Charity any exercise of the power delegated as aforesaid and to report all transactions at least within 14 days and to report on performance of any investments managed by them at least every 3 months;

- (iv) the Charity shall at all times be free forthwith to review alter or determine such delegation and the terms thereof;
- (v) the Charity shall review such delegation at intervals not (in the absence of special reasons) exceeding 12 months but so that any failure by the Charity to undertake such review within the said period of 12 months shall not invalidate the delegation;
- k. to subscribe for, take or otherwise acquire and hold shares, stock, debentures or other securities of or interests in any company or undertaking established with the intention of directly benefiting the Charity provided always that appropriate professional advice shall have been sought before making such subscription or acquisition;
- l. to make any donation in cash or assets or establish or support or aid in the establishment or support of or constitute or lend money (with or without security) to or for any exclusively charitable trusts, associations or institutions;
- m. to undertake and execute charitable trusts;
- n. to engage and pay upon such reasonable and proper terms as may be thought fit any person or persons not being Trustees whether on a full-time or part-time basis or whether as consultant or employee to supervise, organise, carry on the work of and advise the Charity;
- o. subject to the provisions of article 5 to make any reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees or former employees and their spouses and dependants;
- p. to amalgamate with any companies, institutions, societies or associations which shall be charitable by law and have objects altogether or mainly similar to those of the Charity and prohibit payment of any dividend or profit to and the distribution of any of their assets amongst their members at least to the same extent as such payments or distributions are prohibited in the case of members of the Charity by these Articles;
- q. to make and amend regulations for the efficient management and administration of the Charity;
- r. to pay out of funds of the Charity the costs charged and expenses of and incidental to the formation and registration of the Charity;
- s. to do all such other lawful things as will further the attainment of the objects of the Charity or any of them;

Provided that:

- (i) in case the Charity shall take or hold any property which may be subject to any trusts, the Charity shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts;
- (ii) the Charity's objects shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers;

- (iii) in case the Charity shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Charity shall not sell, mortgage, charge or lease the same without such authority, approval or consent, as may be required by law, and as regards any such property the Trustees shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Trustees have been if no incorporation had been effected, and the incorporation of the Charity shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such Trustees, but they shall, as regards any such property be subject jointly and separately to such control or authority as if the Charity were not incorporated;
- (iv) Section 533 of the Companies Act 2006 is excluded in relation to the provision hereof.

## **5. Application of income and property**

- (1) The income and property of the Charity shall be applied solely towards the promotion of its objects as set forth in these articles and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Charity and no Trustee shall without the prior written permission of the Charity Commission 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.

Provided that nothing herein shall prevent any payment in good faith by the Charity:

- (a) (i) of reasonable and proper remuneration to any member, officer, servant or consultant of the Charity (not being a Trustee) for any services rendered to the Charity and of reasonable and proper travelling, conference and study expenses necessarily incurred in carrying out the duties of any such member, officer, servant or consultant of the Charity;
- (ii) of reasonable remuneration to Trustees of the Charity in respect of his or her employment by the Charity notwithstanding that he or she is a Trustee.

### **Provided that:**

- (a) a Trustee withdraws from any meeting whilst his or her appointment, remuneration or other terms of employment, or the appointment, remuneration or other terms of employment of any other employee or employees which might affect the Trustee is being discussed; and
  - (b) the majority of the Trustees do not receive remuneration in respect of employment by the Charity.
- (b) to any Trustee who is a Solicitor, Accountant or other person engaged in a profession of all reasonable professional and other charges for work done by her or her firm when instructed by the other Trustees to act in that capacity on behalf of the Charity **provided that:**

- (i) she shall be absent from all meetings at which the employment and remuneration of such a firm or company are discussed during the relative discussion;
  - (ii) she shall not vote on any resolution relating to the employment or remuneration of such firm or company;
  - (iii) the other Trustees are satisfied that the employment of the firm or company in question is both necessary and expedient in the interests of the Charity;
- (c) of interest on money lent by a Member of the Charity or its Trustees at a rate per annum not exceeding 2 per cent less than the base lending rate prescribed for the time being of a major London Clearing Bank or 3 per cent whichever is the greater;
  - (d) to any Trustee of reasonable and proper out-of-pocket expenses;
  - (e) to a company of which a Member of the Charity or a Trustee may be a member holding not more than one hundredth part of the capital of such company;
  - (f) of reasonable and proper rent for premises demised or let by any Member of the Charity or by any Trustee;
  - (g) of any premium in respect of the purchase and maintenance of indemnity insurance in respect of liability for any act or default of the Trustees (or any of them) in relation to the Charity provided that such insurance shall not extend to indemnification against liability for wilful or criminal wrongdoing or default.

## **PART 2**

### **MEMBERS**

#### **BECOMING A MEMBER AND CESSATION OF MEMBERSHIP**

- 6. For the purposes of registration the number of Members is declared to be unlimited.
- 7. The Trustees must keep a register of names and addresses of the members.
- 8. Membership is not transferable.

#### **Ex-officio Members**

- 9. The Superior General and the Provincial Superior shall be Members by virtue of their respective offices.

#### **Applications for membership**

- 10. (1) No person shall become a Member of the Charity unless—
  - (a) that person has completed an application for membership in a form approved by the Trustees, and
  - (b) the Trustees have approved the application.
- (2) The Trustees may refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the Charity.
- (3) The Trustees must inform the applicant in writing of the reasons for the refusal within 21 days of the decision.



- (4) The Trustees must consider any written representations the applicant may make about the decision. The Trustees' decision following any written representations must be notified to the applicant in writing but shall be final.

### **Termination of membership**

11. (1) A Member may withdraw from membership of the Charity by giving at least seven clear days' notice to the Charity in writing.

- (2) A person's membership terminates when that person dies or ceases to exist or on the Member ceasing to hold the office by virtue of which she is a Member.

### **ORGANISATION OF AND PROCEEDINGS AT GENERAL MEETINGS**

12. The Secretary shall, on an order of the Trustees or at the written request of one of the Members, convene a General Meeting. Such order or request indicating the nature of the business to be transacted shall be laid before the Chairperson who shall authorise the holding of a General Meeting within 28 days of the receipt of such order or request.

13. (1) There shall be given at least 14 days' notice in writing of every General Meeting (exclusive both of the day on which such notice is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of the meeting, and in the case of special business the general nature of that business, to such persons (including the Auditors) as are under these Articles or under the Act entitled to receive such notices from the Charity. A General Meeting can be held on shorter notice with the written consent of all Members.

- (2) All business transacted at a General Meeting shall be deemed special business.

14. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceedings had, at any meeting.

### **Attendance and speaking at General Meetings**

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

- (2) A person is able to exercise the right to vote at a General Meeting when—  
(a) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and  
(b) 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.

- (3) The Trustees may make whatever arrangements they consider appropriate to enable those attending a General Meeting to exercise their rights to speak or vote at it.

- (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.

- (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.

#### **Attendance and speaking by Trustees and Non-Members**

16. (1) Trustees may attend and speak at General Meetings, whether or not they are Members.
- (2) The Chairperson of the meeting may permit other persons who are not Members of the Charity to attend and speak at a General Meeting.

#### **Quorum for General Meetings**

17. (1) No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided two Members eligible to vote on the proposed business of the meeting and present in person or by proxy shall be a quorum.
- (2) If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of the Members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Trustees may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the Members present shall be a quorum.

#### **Chairing General Meetings**

18. (1) The Superior General shall preside as Chairperson at every General Meeting, but if the Superior General is not present within 10 minutes of the time at which a meeting was due to start, or is unwilling to chair the meeting or is represented by proxy, the Provincial Superior shall preside as the Chairperson.

#### **Adjournment**

19. (1) If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the Chairperson of the meeting must adjourn it.
- (2) The Chairperson of the meeting may, with the consent of the other Member (and shall if so directed by the other Member) adjourn the meeting from time to time, and place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever such a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given in the same manner as of the original meeting. Save as aforesaid, the Members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.
- (3) The Chairperson of the meeting must adjourn a General Meeting if directed to do so by the meeting.

#### **VOTING AT GENERAL MEETINGS**

20. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands, by Members present in person or by proxy and entitled to vote. A declaration by the Chairperson of the meeting that a resolution has been carried, or

carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Charity shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

21. The Chairperson may vote on all matters and in the case of an equality of votes, the Chairperson of the meeting shall be entitled to a second or casting vote.
22. Each Member shall be entitled to attend general meetings and cast one vote.
23. Each Member may appoint a proxy to vote in their place at general meetings. Such persons having a proxy vote should hold a letter signed by the appointor giving permission of proxy, and should inform the Secretary prior to the commencement of the meeting that they have a proxy vote.
24. Subject to the provisions of sections 288-300 and 355 of the Companies Act, a resolution in writing executed by or on behalf of each Member who would have been entitled to vote upon it if it had been proposed at a General Meeting at which she was present shall be as effectual as if it had been passed at a General Meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more Members and if described as an ordinary or special resolution it shall have effect accordingly.

#### **Content of proxy notices**

25. (1) Proxies may only validly be appointed by a notice in writing (a "proxy notice") which—
  - (a) states the name and address of the Member appointing the proxy;
  - (b) identifies the person appointed to be that Member's proxy and the General Meeting in relation to which that person is appointed;
  - (c) is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the Trustees may determine; and
  - (d) 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.
- (2) The Company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- (3) Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- (4) Unless a proxy notice indicates otherwise, it must be treated as—
  - (a) 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
  - (b) 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.

#### **Delivery of proxy notices**

26. (1) 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 company by or on behalf of that person.
- (2) 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.

- (3) 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.
- (4) If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

### **Amendments to resolutions**

- 27. (1) An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if—
  - (a) notice of the proposed amendment is given to the Charity in writing by a person entitled to vote at the General Meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the Chairperson of the meeting may determine), and
  - (b) the proposed amendment does not, in the reasonable opinion of the Chairperson of the meeting, materially alter the scope of the resolution.
- (2) A special resolution to be proposed at a General Meeting may be amended by ordinary resolution, if—
  - (a) the Chairperson of the meeting proposes the amendment at the General Meeting at which the resolution is to be proposed, and
  - (b) the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- (3) If the chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairman's error does not invalidate the vote on that resolution.

## **PART 3**

### **TRUSTEES**

#### **APPOINTMENT**

- 28. The number of Trustees shall be not less than two or, at any time at which the Charity is a registered charity, three and unless and until varied by ordinary resolution of the Charity in General Meeting shall be subject to a maximum of ten Trustees.

#### **Ex-officio Trustees**

- 29. The Ex-Officio Trustees shall consist of the following persons each for the time being and by virtue of their respective offices:

- a) the Provincial Superior;
- b) the Members of the Provincial Council;
- c) the Provincial Bursar

#### **Additional Trustees**

- 30. (1) The Trustees shall have power at any time to appoint any person to be a Trustee as an addition to the Ex-officio and other existing Trustees, except that the total number of Trustees shall not at any time exceed the maximum number fixed by or in accordance with these Articles.
- (2) Any Trustee so appointed (excluding for the avoidance of doubt an Ex-Officio Trustee) shall hold office only for a period of three years after which he / she shall

retire and shall then be eligible for re-appointment by the Trustees or re-election at a General Meeting.

- (3) The Secretary shall call a General Meeting to fill up the vacated offices of any retiring Trustees.
- (4) No person other than a retiring Trustee shall be eligible for election unless their nomination, made by one Member and seconded by one other Member, has been received by the Secretary at least seven clear days before the General Meeting.
- (5) If no nominations for a particular vacancy are so received, nominations made for that vacancy at the meeting shall be valid provided the nominee has agreed to accept office.
- (6) Any Member shall be entitled to submit nominations.
- (7) In the event of two or more persons being nominated for any one office, or of opposition to a nomination by any Member present, there shall be a vote by ballot of all Members present.

31. In addition and without prejudice to the provisions of section 168 of the Act, the Charity may by ordinary resolution remove any Trustee before the expiration of her period of office, and may by an ordinary resolution appoint another suitably qualified person in her stead.

#### **Termination of Trustee's appointment**

32. The office of a Trustee shall be vacated as soon as—

- (a) that person ceases to be a Trustee by virtue of any provision of the Companies Act 2006 (including being removed from office by a resolution duly passed pursuant to section 168 of the Act) or is prohibited from being a Trustee by law;
- (b) a bankruptcy order is made against that person;
- (c) a composition is made with that person's creditors generally in satisfaction of that person's debts;
- (d) a registered medical practitioner who is treating that person gives a written opinion to the company stating that that person has become physically or mentally incapable of acting as a Trustee and may remain so for more than three months;
- (e) *[paragraph omitted pursuant to The Mental Health (Discrimination) Act 2013];*
- (f) notification is received by the Charity from the Trustee that the Trustee is resigning from office, and such resignation has taken effect in accordance with its terms;
- (g) if she ceases to hold office by virtue of which she is a Trustee.

#### **TRUSTEES' POWERS AND RESPONSIBILITIES**

##### **Trustees' general authority**

33. Subject to the articles, the business of the Charity shall be managed by the Trustees who may pay all such expenses of, and preliminary and incidental to, the promotion,

formation, establishment and registration of the Charity as they think fit and may exercise all such powers of the Charity, and do on behalf of the Charity all such acts as may be exercised and done by the Charity including, without prejudice to the generality of the foregoing, the power to borrow and to make regulations, and as are not by the Act or by these Articles required to be exercised or done by the Charity in general meeting, subject nevertheless to any regulations of these Articles, to the provisions of the Act for the time being in force and affecting the Charity, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Charity in general meeting, but no regulation made by the Charity in general meeting shall invalidate any prior act of the Trustees which would have been valid if such regulation had not been made.

34. The Trustees may act notwithstanding any vacancy in their body.

35. If the Trustees shall at any time be or be reduced in number to less than the number prescribed by or in accordance with these Articles, it shall be lawful for them to act as the Trustees for the purpose of admitting persons to membership of the Charity filling up vacancies in their body, or summoning a general meeting, but not for any other purpose.

Members' reserve power

36. (1) The Members may, by special resolution, direct the Trustees to take, or refrain from taking, specified action.

(2) No such special resolution invalidates anything which the Trustees have done before the passing of the resolution.

## **PROCEEDINGS OF THE TRUSTEES**

37. The Trustees may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit.

38. (1) Subject to the articles, Trustees participate in a Trustees' meeting, or part of a Trustees' meeting, when—

(a) the meeting has been called and takes place in accordance with the articles, and

(a) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

(2) In determining whether Trustees are participating in a Trustees' meeting, it is irrelevant where any Trustee is or how they communicate with each other.

(3) If all the Trustees participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

39. (1) Voting on any issue shall be by show of hands unless any Trustee present shall demand a ballot and decisions taken by vote and by postal ballot shall be determined by a majority of those present and/or voting.

(2) Each Trustee shall be entitled to one vote but in the case of an equality of votes, however, the Chairperson of the Trustees ~~Provincial Superior~~ shall have a casting vote.

40. A Trustee, and the Secretary at the request of a Trustee, shall at any time summon a meeting of the Trustees by notice served upon the Trustees.
41. The Provincial Superior shall be the Chairperson of the Trustees. The Chairperson shall preside as chairperson at all meetings of the Trustees at which she shall be present, but if at any meeting the Provincial Superior is not present within 30 minutes after the time appointed for holding the meeting or is not willing to preside the Trustees present shall choose one of their number to be chairperson of the meeting.
42. (1) A meeting of the Trustees at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Charity for the time being vested in the Trustees generally. The quorum for meetings of the Trustees or any committee formed pursuant to the provisions of Article 37 shall be two or such greater number as the Trustees may determine provided that if at any time the Charity is a registered charity the quorum shall not be less than three.
- (2) At a Trustees' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
43. (1) The Trustees may delegate any of the powers which are conferred on them under the articles—
- (a) to such person or committee;
  - (b) by such means (including by power of attorney);
  - (c) to such an extent;
  - (d) in relation to such matters or territories; and
  - (e) on such terms and conditions;
- as they think fit, **subject always** to the over-riding authority of the Trustees.
- (2) If the Trustees so specify, any such delegation may authorise further delegation of the Trustees' powers by any person to whom they are delegated.
- (3) The Trustees may revoke any delegation in whole or part, or alter its terms and conditions.
44. Any sub-committee formed pursuant to Article 43 shall, in the exercise of the powers delegated to it, conform to any regulations imposed on it by the Trustees. The resolution making the delegation shall specify the financial limits within which any sub-committee shall function. The meetings and proceedings of any such sub-committee shall be governed by the provisions of these Articles for regulating the meetings and proceedings of the Trustees so far as applicable and so far as the same shall not be superseded by any regulations made by the Trustees. All acts and proceedings of such sub-committees shall be reported in due course to the Trustees.
45. All acts bona fide done by any meeting of the Trustees or of any sub-committee, or by any person acting as a Trustee, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such Trustee or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office.

46. The Trustees shall cause proper minutes to be made of all appointments of the Trustees and of the proceedings of all meetings of the Charity and of the Trustees and of sub-committees, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairperson of such meeting, or by the Chairperson of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.
47. A resolution in writing signed by all the Trustees for the time being or by all the members for the time being of any sub-committee who are entitled to receive notice of a meeting of the Trustees or of such sub-committee shall be as valid and effectual as if it had been passed at a meeting of the Trustees or of such sub-committee duly convened and constituted.

#### **Conflicts of interest**

48. A Trustee must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Charity or in any transaction or arrangement entered into by the Charity which has not previously been declared. A Trustee must absent himself or herself from any discussions of the Trustees in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Charity and any personal interest (including but not limited to any personal financial interest).

#### **Secretary**

49. Subject to the provisions of the Act, the Secretary shall be appointed by the Trustees for such term, at such remuneration and upon such conditions as they may think fit and any Secretary so appointed may be removed by them.

#### **Execution of documents**

50. (1) A document shall be validly executed by the Charity if it is signed on behalf of the Charity:
- (a) by two Trustees, one of whom must be an Ex-Officio Trustee, or
  - (b) by one Ex-Officio Trustee and the Secretary
- (2) A document executed in accordance with article 50(1) and expressed, in whatever words, to be executed by the Charity shall have the same effect as if executed under the common seal of the Charity.

### **PART 4**

#### **ADMINISTRATIVE ARRANGEMENTS**

##### **Accounts**

51. The Trustees shall cause accounting records of the Charity to be kept in accordance with section 386 of the Act and the requirements of the Charities Act 2011 and regulations made pursuant thereto (or as the same may be hereafter amended or altered).
52. Accounting records shall be kept at the Office or, subject to section 388 of the Act, at such other place or places as the Trustees shall think fit and shall always be open to the inspection of the Trustees and the Members.



## **Audit**

53. Auditors shall be appointed and their duties and remuneration regulated in accordance with the Act.

## **Notices**

54. A notice may be served by the Charity upon any Member, either personally or by sending it through the post in a prepaid letter, addressed to such Member at her registered address as appearing in the Register of Members.
55. Any notice, if served by post, shall be deemed to have been served on the day (or in the case of letters to addresses overseas five days) following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post as a prepaid letter.

## **Indemnity**

56. Subject to the provisions of the Act but without prejudice to any indemnity to which a Trustee may otherwise be entitled, every Trustee or other officer or auditor of the Charity shall be indemnified out of the assets of the Charity against any liability incurred by her in defending any proceedings, whether civil or criminal, in which judgment is given in her favour or in which she is acquitted or in connection with any application in which relief is granted to her by the court from liability for negligence default, breach of duty or breach of trust in relation to the affairs of the Charity.

## **Dissolution**

57. If upon the winding up or dissolution of the Charity there remains, after the satisfaction of all its debts and liabilities, any property whatsoever the same shall not be paid to or distributed among the Members of the Charity but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Charity and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Charity under or by virtue of Clause 5 hereof, such institution or institutions to be determined by Members of the Charity at or before the time of dissolution and in so far as effect cannot be given to such provisions then such property shall be disposed of at the discretion of the Trustees for some other charitable purpose or purposes.

## **SINGLE-MEMBER COMPANY**

### **Modification of articles if single-member Charity**

59. If, and for so long as, the Charity has only one Member, the sole Member of the Charity (or the proxy, or, if the Member is a body corporate, the authorised representative, of the sole member representing that Member at the General Meeting) shall be the Chairman of any General Meeting of the Charity and article 18 shall be modified accordingly) and all other provisions of these articles shall (in the absence of any express provision to the contrary) apply with such modification as may be necessary in relation to a Charity which has only one member.