

The Church Planting Initiative
Company Number 3928850

SATURDAY



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25/07/2020

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COMPANIES HOUSE

**Notifications and Written Resolution for amendment of Articles of Association of
The Church Planting Initiative ("CPI") to all members of CPI**

Dear Member,

Written Resolution by CPI

The trustees of CPI have agreed to propose to the members of CPI the changes and additions to the Articles of Association of CPI briefly summarised as follows:-

- a. to allow the trustees to decide whether or not to hold annual general meetings (Paragraph A below);
- b. to permit meetings of the members and of the trustees to be held by electronic means without the members or the trustees being present together but able to communicate with each other, for example by video link (Paragraphs B and L below);
- c. to amend the provisions for the passing of written resolutions by the members and by trustees (Paragraphs C, K and M below);
- d. to allow for the appointment of a charitable corporation to be appointed as trustee to act with the nominated officer as co-trustee (Paragraphs D and E below);
- e. to allow for the nomination of trustees by members without also holding an annual general meeting and for the appointment unanimously of a Qualifying Corporate Trustee (as defined in Paragraph N below) with the nominated officer as trustees (Paragraphs F1, F2, G and H below);
- f. to provide for a Qualifying Corporate Trustee to cease office as a trustee in specified circumstances (Paragraph I below);
- g. to allow a Qualifying Corporate Trustee to act as trustee of property for the Charity notwithstanding the prohibitions in Article 38 (paragraph J below);
- h. to provide for the appointment of a chairman and the passing of resolutions during any period of trusteeship by a sole Qualifying Corporate Trustee (Paragraph K below);
- i. consequential amendments and definitions (Paragraph N below).

The trustees have agreed that the resolution set out below should be passed as a written resolution pursuant to Article 20 of the Articles of Association and in accordance with section 291 of the Companies Act 2006.

It is proposed that the resolution be passed as a Special Resolution as follows:-

"That the Articles of association of The Church Planting Initiative be amended in the following ways:-

- A. by the deletion in Article 3 of the initial words "The Charity shall hold an annual general meeting each year" and the substitution therefor of the following words:-

"The trustees may at their discretion (without any obligation to do so) call an annual general meeting of the Charity in any year"

B. by the insertion of a new article as Article 7A immediately following Article 7 as follows:-

- “7A(1) A general meeting may be held by suitable electronic means agreed by the trustees in which each participant may communicate with all the other participants
- (2) Any member participating at a meeting by suitable electronic means agreed by the trustees in which a participant or participants may communicate with all the other participants shall qualify as present at the meeting
- (3) Meetings held by electronic means must comply with rules for meetings (including chairing and the taking of minutes) set out in the articles.”

C. by the deletion of Article 20 and the substitution therefor of the following new article as Article 20:-

- “20 (1) A resolution in writing or in electronic form agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the duly authorised representatives of the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that:
- (a) A copy of the proposed resolution has been sent to every eligible member;
- (b) A simple majority (or, in the case of a special resolution a majority of not less than 75%) of the duly authorised representatives of members has signified his or her agreement to the resolution; and
- (c) It is contained in an authenticated document which has been received at the registered office within the period of twenty eight days beginning with the circulation date.
- (2) A resolution in writing may comprise several copies to which one or more members or their duly authorised representatives have signified their agreement.”

D. by the deletion of Article 27 and the substitution therefor of new Article 27 as follows:-

“The number of individual trustees shall not be less than three but a Qualifying Corporate Trustee and the nominated officer may act as trustees of the Charity without there being other trustees of the Charity. Unless otherwise determined by ordinary resolution of the members there shall not be any maximum number of individual trustees.

E. by the insertion after the word “and” in the final sentence of Article 29 the words:-

“(save during any period when a Qualifying Corporate Trustee and the nominated officer are in office as trustees of the Charity during which period they together may exercise the powers given by this article)”

F1. By the deletion of Article 31 and the substitution therefor of new Article 31 as follows:-

“Trustees of the Charity shall be appointed in accordance with articles 32 and 33.”

F2. by the amendment of Article 32 as follows:-

- (i) the addition at the end of Sub article (1) of the words “(but so that there shall not be more than two trustees in office nominated by any one member at any one time) or alternatively may nominate a Qualifying Corporation and the nominated officer to be trustees of the Charity”
- (ii) the deletion of the words “at an annual general meeting” in Sub article (2)
- (iii) the deletion of the word “a” and addition of the words “an individual” after the words “Nomination of” in Sub article (2)
- (iv) the substitution within Sub-article (2) of “33A” for “33”
- (v) the addition at the end of Sub article (2) of the words:-

“and where a member organisation nominates a Qualifying Corporation and the nominated officer to be the trustees of the Charity such Qualifying Corporation and the nominated officer shall not be appointed as trustees unless every other member organisation nominates the same Qualifying Corporation and the nominated officer to be trustees of the Charity without any other person being nominated to be a trustee of the Charity”
- (vi) the whole of the first sentence in Sub article (3) shall be deleted and there shall be substituted therefor the words:-

“Written notice (or in electronic form) of the nomination of any individual or Qualifying Corporation as a trustee shall be given by the member nominating such individual or Qualifying Corporation forthwith to all the other members.”

G. by the redenomination of Article 33 as Article 33A and:-

- (i) the insertion of the word “individual” between the word “No” and the word “person”, the insertion of the words “except a nominated officer” after the word “person” and the deletion of the words “at any general meeting” in Article 33.
- (ii) the addition of a new article as Article 33B as follows:-

“No corporate body may be appointed as a trustee of the Charity unless it is a Qualifying Corporation”.

H. by the deletion of Article 34 and the substitution therefor of the following new Article 34:-

“34 If an individual (not being a nominated officer) who is a trustee shall cease to hold office the member organisation which nominated him or her shall be entitled to nominate another individual to take his or her place and his or her appointment shall take immediate effect. The member organisation nominating such individual shall comply with the requirement for giving of notice of his or her appointment contained in Article 32.”

I. by redenominating Article 35 as Article 35A and

- (i) by deleting the words “A trustee” at the beginning and substituting the words “An individual who is a trustee” and

(ii) in sub articles (3) and (4) inserting the words “(not being a nominated officer)”

(iii) by adding new sub articles (7) and (8) as follows:-

“(7) the trusteeship of the nominated officer is terminated by the Qualifying Corporate Trustee by written notice to the nominated officer whereupon the Qualifying Corporate Trustee appoint another nominated officer in his or her place who shall thereupon take office as the nominated officer; or

(8) being a nominated officer and the Qualifying Corporate Trustee of which he or she is an officer ceases to be a trustee of the Charity.”

(iv) by adding a new article as Article 35B as follows:-

“A Qualifying Corporate Trustee shall forthwith cease to hold office as trustee of the Charity if:-

(1) an act of corporate insolvency occurs in relation to it; or

(2) it ceases to be Qualifying Corporation; or

(3) it resigns from the office of trustee of the Charity by written notice (or in electronic form) to each of the members of the Charity; or,

(4) written notice (or in electronic form) of its removal from office as a trustee of the Charity shall be given by every member to it save that no such notice of removal from office as a trustee of the Charity shall be required to be given by a member which is also the Qualifying Corporate Trustee for its removal from office for notice by the other members together pursuant hereto to be effectual to remove the Qualifying Corporate Trustee from office.

(v) by adding a further new article as Article 35C as follows:-

“If the nominated officer shall cease to be an officer of the Qualifying Corporate Trustee the Qualifying Corporate Trustee shall immediately appoint another individual who is an officer of the Qualifying Corporate Trustee as the nominated officer to take his or her place as a trustee of the Charity”

J. by adding at the end of Article 38 the following words:-

“save that a Qualifying Corporate Trustee may take or hold any interest in any property (whether real or personal) as trustee for the Charity.”

K. by the insertion of a new Article 39A after the words “PROCEEDINGS OF TRUSTEES” before Article 39 as follows:-

“(1) Articles 39, 40, 40A, 41, 42, 43, 44 and 45 shall not apply during any period when a Qualifying Corporate Trustee holds office as sole trustee of the Charity.

(2) During any such period as is mentioned in Article 39A above the chairman of the Charity shall be such person as is appointed unanimously by the members by written notice (or in electronic form) to the Qualifying Corporate Trustee but in the absence of any such appointment shall be appointed by the Qualifying Corporate Trustee

- (3) A resolution in writing signed by a Qualifying Corporate Trustee holding office as trustee of the Charity and the nominated officer shall be as valid and effectual as if it had been validly and effectually passed in accordance with Article 45.

L. by the insertion of a new article as Article 40A immediately following Article 40 as follows:-

- "40A (1) A meeting of the trustees or any committee of the trustees established by the trustees (with or without others) may be held by suitable electronic means agreed by the trustees in which each participant may communicate with all the other participants
- (2) Any trustee or other person being a member of such committee participating at a meeting by electronic means agreed by the trustees in which a participant or participants may communicate with all other participants shall qualify as present at the meeting
- (3) Meetings held by electronic means must comply with rules for meetings (including chairing and taking of minutes) set out in the articles."

M. by the deletion of Article 45 and the substitution therefor of the following new Article 45 as follows:-

- "45 (1) A resolution in writing or in electronic form agreed by a simple majority of all the trustees entitled to receive notice of a meeting of trustees or a committee of trustees and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the trustees or (as the case may be) a committee of trustees if duly convened and held provided that:
- (a) a copy of the resolution is sent to all the trustees eligible to vote; and
- (b) a simple majority of trustees has signified its agreement to the resolution in an authenticated document or documents which are received at the registered office within the period of twenty eight days beginning with the circulation date.
- (2) the resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more trustees have signified their agreement."

N. by the amendment of the following articles as follows:-

- (i) Article 1 by:-

(a) inserting after the definition of "the Act" the following words:-

"act of corporate insolvency" means in relation to a corporate trustee of the Charity:-

- (i) being unable to pay its debts within the meaning of Section 123 of The Insolvency Act 1986; or,
- (ii) the making of a petition for a winding up order; or,

- (iii) the appointment of a receiver or manager or administrator in relation to the property of the corporate trustee; or,
- (iv) the making of an administration order; or,
- (v) the commencement of a voluntary winding up except a winding up for the purpose of amalgamation or reconstruction of a solvent company; or,
- (vi) the striking off of the Register of Companies of the corporate trustee; or,
- (vii) its dissolution; or,
- (viii) the making of a corporate voluntary arrangement pursuant to The Insolvency Act 1986.

(b) inserting after the definition of the words "clear days" the words:-

"Commission" means the Charity Commission for England and Wales

"corporate" means being a company registered in England and Wales under the Companies Act 2006 or being a charitable incorporated organisation registered with the Commission

(c) inserting after the definition of the word "executed" the words:-

"individual" has the same meaning as in The Insolvency Act 1986"

(d) inserting after the definition of the word "the memorandum" the words:-

"nominated officer" means an individual who is the Company Secretary of the Qualifying Corporate Trustee or, if there is no Company Secretary of the Qualifying Corporate Trustee who is an individual, then some other individual nominated by the Qualifying Corporate Trustee who is an officer of the Qualifying Corporate Trustee to act with the Qualifying Corporate Trustee as trustee of the Charity shall be the nominated officer."

(e) inserting after the definition of the word "office" the words:-

"Qualifying Corporation" means a corporate body which is registered with the Commission and has objects which are for the advancement of the Christian faith consistent with the Statement of Beliefs set out in the Schedule to the memorandum of the Charity

"Qualifying Corporate Trustee" means a Qualifying Corporation which is a trustee of the Charity"

(f) inserting after the words "and "trustee" has a corresponding meaning" in the definition of "trustees" the words:-

"including a corporate trustee"

(g) inserting at the end of the last sentence after the words "as in the Act" the words:-

"save that the expressions **"authenticated document"**, **"circulation date"**, **"electronic form"** and **"electronic means"** where used in these articles shall bear the same meaning as in the Companies Act 2006";

- (ii) Article 5 by inserting the word "manner" after the words "The notice shall specify the time" and inserting the words "(if applicable)" after "and place";
- (iii) Article 12 by inserting the word "manner" after the words "notice of the time" and the words "(if applicable)" after the words "and place";
- (iv) Article 18 by inserting the word "and in such manner" after the words "or at such time" and the words "(if applicable)" after the words "and place"; and,
- (v) Article 19 by inserting the word "manner" after the words "the time" and the words "(if applicable)" after the words "and place" in both places where they appear;
- (vi) Article 49(1) by inserting the words "or by the Qualifying Corporate Trustee holding office as trustee of the Charity and the nominated officer" at the end of both sentences;
- (vii) Article 49(2) by inserting at the end of the first sentence the words "or by the Qualifying Corporate Trustee holding office as trustee of the Charity and the nominated officer";
- (viii) Article 53 by inserting the words "or by electronic means" after the words "shall be in writing";
- (ix) Article 54 by inserting at the end of the first sentence the words "or by electronic means";
- (x) Article 56 by adding at the end the sentence "A notice sent by electronic means shall be deemed duly delivered on the day of it being sent correctly addressed without any indication that it has failed to be delivered correctly on that day being given to the sender.";

I would be grateful if you would please signify your agreement to the passing of the proposed written resolution by delivering to me the form of agreement attached, signed and duly completed with your full name, postal address, the name of the member whom you represent and the date of your delivering it to me.

In the event of the proposed written resolution not being passed unanimously by the 10th day of October 2019 being not more than 28 days after today's date, it will lapse and be of no effect.

Yours faithfully,



Giles Arnold
Chairman of Trustees,
The Church Planting Initiative,
The Barn, Baines Lane, Seaton, Oakham LE15 9HP

I, [name] of [address], duly-nominated voting representative of [member organisation] agree to the passing as a Special Resolution of the proposed resolution set out on the original notice of which this is a duplicate.

Signature

Date of Signature 2019