

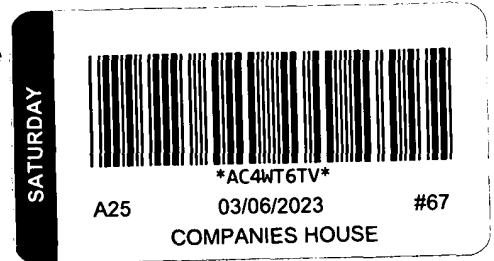
**The Companies Act 1985
The Companies Act 2006**

Company Limited by Guarantee

Articles of Association

of

Spurgeon's College



(adopted by special resolution passed on 22 May 2019 and amended by special resolution passed on 26 April 2023)

1. Name

The Company's name is Spurgeon's College.

2. Interpretation

In these Articles:

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

"**the Charity**" means the company intended to be regulated by these articles;

"**the College Conference**" means the alumni association of the Charity;

"**Companies Acts**" means the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the Charity;

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

"**clear days**" in relation to the period of a 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;

"**the Commission**" means the Charity Commission for England and Wales;

"**the Council**" means the Spurgeon's College Council whose composition is set out in Article 78;

"**the governors**" means the directors of the Charity. The governors are Charity trustees as defined by section 177 of the Charities Act 2011;

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

"**executed**" includes any mode of execution;

"**the Memorandum**" means the memorandum of association of the Charity;

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

"**officers**" includes the governors and secretary (if any);

"**Principal**" means the person appointed under Article 16.4 to such office;

"**the seal**" means the common seal of the Charity if it has one;

"**secretary**" means any person appointed to perform the duties of the secretary of the Charity;

"**statement of faith**" means the Evangelical Alliance basis of faith as adopted and amended by the Evangelical Alliance from time to time;

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

Words importing one gender shall include all genders, and the singular includes the plural and vice versa.

Subject as aforesaid, words or expressions contained in these Articles shall, unless the context requires otherwise, bear the same meaning as in the Acts but excluding any statutory modification not in force when this constitution becomes binding on the Charity.

Apart from the exception mentioned in the previous paragraph a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.

3. **Liability of members**

The liability of the members is limited. Every member of the Charity undertakes to contribute such amount as may be required (not exceeding £10) to the Charity's assets if it should be wound up while he or she is a member or within one year after he or she ceases to be a member, for payment of the Charity's debts and liabilities contracted before he or she ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributors among themselves.

4. **Objects**

The Charity's Objects ("**the Objects**") are to advance the Christian Religion in accordance with the beliefs and practices of Baptists and the interpretation of such beliefs and practices usually called evangelical, in particular through the provision of education, training, vocational preparation and support to Christians for mission and ministry.

5. **Powers**

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:

- 5.1 to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts in the name of the Charity;
- 5.2 to raise funds and to invite and receive contributions provided that in raising funds the Charity shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the law;
- 5.3 to buy take on lease or in exchange, hire or otherwise acquire any property necessary for the achievement of the Objects and to maintain and equip it for use;
- 5.4 to sell, lease, alter, improve or dispose of all or any part of the property of the Charity. In exercising this power, the Charity must comply as appropriate with sections 117 and 119 to 123 of the Charities Act 2011;
- 5.5 to borrow money and to charge all or any part of the property of the Charity with repayment of the money so borrowed or as security for a grant or the discharge of an obligation. The Charity must comply as appropriate with sections 124 to 126 of the Charities Act 2011 if it wishes to mortgage land;
- 5.6 to employ such staff as are necessary for the proper pursuit of the Objects. The Charity may employ or remunerate a governor only to the extent it is permitted to do so by Article 6 and provided it complies with the conditions in that Article;

- 5.7 to co-operate with other charities voluntary bodies and statutory authorities operating in furtherance of the Objects or of similar charitable purposes and to exchange information and advice with them;
- 5.8 to establish or support (financially or otherwise) any charitable trusts associations or institutions formed for all or any of the Objects;
- 5.9 to acquire, merge with or to enter into any partnership or joint venture arrangement with any other Charity;
- 5.10 to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- 5.11 to appoint and constitute such committees as the governors may think fit;
- 5.12 to hold meetings (whether public private or otherwise), conferences, lectures, seminars, training courses exhibitions and discussions;
- 5.13 to arrange and provide for or join in arranging and providing for the holding of exhibitions, meetings, lectures, classes, seminars and training courses;
- 5.14 to write, print, edit, publish, distribute and circulate books, papers, reports, circulars, articles, pamphlets and any other form of publication;
- 5.15 to produce, edit, distribute and circulate any film, record, tape, CD, DVD and any other audio visual aids, in electronic form or otherwise;
- 5.16 to invest the monies of the Charity not immediately required for the Objects in or upon such investments, securities or property of whatsoever nature as the governors shall in their absolute discretion think fit;
- 5.17 to make loans either interest free or at a rate of interest less than a commercial rate and/ or to make grants and/ or donations or other payments of money and/ or of any other kind of property to any individual, partnership, body corporate, local authority or unincorporated association practising or promoting in any manner any charitable object similar to that of the Charity or the furtherance thereof, and to provide such persons or bodies with any other kind of financial assistance and so that any such grant or gift or provision of financial assistance may be made unconditionally or subject to such trusts or conditions as the Charity may think fit to impose or accept;
- 5.18 to give guarantees with or without security to any individual, partnership, body corporate, local authority or unincorporated association practising or promoting in any manner any charitable object similar to that of the Charity or the furtherance thereof;
- 5.19 to provide indemnity insurance for the governors in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011;
- 5.20 to do all such other lawful things as are necessary for the achievement of the Objects;
- 5.21 to insure any asset of the Charity on such terms as the governors may think fit, and to pay the appropriate premiums and to use any insurance money received in any manner which the governors think fit, whether to restore the asset or not; and
- 5.22 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.

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 A governor is entitled to be reimbursed from the property of the Charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Charity. A governor may benefit from trustee indemnity insurance cover purchased at the Charity's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011. A governor may receive an indemnity from the Charity in the circumstances specified in Article 29.
- 6.3 No governor, other than the Principal, may be paid or receive any remuneration from the Charity except as provided in Article 6.2.
- 6.4 None of the income or the 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. This does not prevent a member who is not also a governor receiving a benefit from the Charity in the capacity of a beneficiary of the Charity nor receiving

reasonable and proper remuneration for any goods or services supplied to the Charity.

- 6.5 No governor or connected person may buy any goods or services from the Charity on terms preferential to those applicable to members of the public or sell goods, services or any interest in land to the Charity, or, with the exception of the College Principal (being an *ex officio* Governor), be employed by or receive any remuneration from the Charity, or receive any other financial benefit from the Charity, unless the payment is permitted by Article 6.4 or the governors obtain the prior written approval of the Commission and fully comply with any procedures it prescribes. In this Article, a 'financial benefit' means a benefit, direct or indirect, which is either money or has a monetary value.
- 6.6 A governor or connected person may receive a benefit from the Charity in the capacity of a beneficiary of the Charity provided that a majority of the governors do not benefit in this way.
- 6.7 A governor or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the Charity where that is permitted in accordance with, and subject to the conditions in, sections 185 and 186 of the Charities Act 2011.
- 6.8 Subject to Article 6.7 a governor or connected person may provide the Charity with goods that are not supplied in connection with services provided to the Charity by the governor or connected person.
- 6.9 A governor or connected person may receive interest on money lent to the Charity at a reasonable and proper rate which must be 2% (or more) per annum below the base rate of a clearing bank to be selected by the governors.
- 6.10 A governor or connected person may receive rent for premises let by the governor or connected person to the Charity if the amount of the rent and the other terms of the lease are reasonable and proper and provided that the governor concerned shall withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
- 6.11 The governors may arrange for the purchase, out of the funds of the Charity, of insurance designed to indemnify the governors in accordance with the terms of, and subject to the conditions in, section 189 of the Charities Act 2011.
- 6.12 A governor or connected person may take part in the normal trading and fundraising activities of the Charity on the same terms as members of the public.

7. Payment for supply of goods only – controls

- 7.1 The Charity and its governors may only rely upon the authority provided by Article 6.6.3 if each of the following conditions is satisfied:
- 7.1.1 the amount or maximum amount of the payment for the goods is set out in an agreement in writing between:
 - 7.1.1.1 the Charity or its governors (as the case may be); and
 - 7.1.1.2 the governor or connected person supplying the goods ("**the supplier**") under which the supplier is to supply the goods in question to or on behalf of the Charity.
 - 7.1.2 the amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question;
 - 7.1.3 the other governors are satisfied that it is in the best interests of the Charity to contract with the supplier rather than with someone who is not a governor or connected person. In reaching that decision the governors must balance

- the advantage of contracting with a governor or connected person against the disadvantages of doing so;
 - 7.1.4 the supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her with regard to the supply of goods to the Charity;
 - 7.1.5 the supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of governors is present at the meeting;
 - 7.1.6 the reason for their decision is recorded by the governors in the minute book; and
 - 7.1.7 a majority of the governors then in office are not in receipt of remuneration or payments authorised by Article 6.5.
- 7.2 In Articles 6.2 to 6.7 inclusive, "**Charity**" shall include any company in which the Charity:
- 7.2.1 holds more than 50% of the shares; or
 - 7.2.2 controls more than 50% of the voting rights attached to the shares; or
 - 7.2.3 has the right to appoint one or more governors to the board of the company.
- 7.3 In Article 6.6, Article 23.2 and Article 23.4 "**connected person**" means:
- 7.3.1 a child, parent, grandchild, grandparent, brother or sister of the governor;
 - 7.3.2 the spouse or civil partner of the governor or of any person falling within paragraph (a) above;
 - 7.3.3 a person carrying on business in partnership with the governor or with any person falling within paragraph (a) or (b) above;
 - 7.3.4 an institution which is controlled:
 - 7.3.4.1 by the governor or any connected person falling within paragraph (i), (ii) or (iii) above; or
 - 7.3.4.2 by two or more persons falling within sub paragraph (a), when taken together;
 - 7.3.5 a body corporate in which:
 - 7.3.5.1 the governor or any connected person falling within paragraphs (a) to (c) has a substantial interest; or
 - 7.3.5.2 two or more persons falling within sub paragraph (i) who, when taken together, have a substantial interest.
- 7.4 Sections 350 to 352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this sub-clause.

8. **Members**

- 8.1 No person shall be appointed as a member of the Charity unless he or she is an individual and unless he or she shall affirm his or her acceptance of the statement of faith as an expression of the faith to which he or she is committed. Subject to the preceding sentence, the members of the Charity shall consist of the following:
- 8.1.1 up to twelve persons appointed by the current members of the College Conference;
 - 8.1.2 for each of the London Baptist Association, the Eastern Baptist Association and the South Eastern Baptist Association, up to four members, to include one Regional Minister and up to three Lay Members who are interested in furthering the work of the Charity, who are appointed by the directors of such Associations;
 - 8.1.3 up to three representatives of the Particular Baptist Fund appointed by the Managers of such Fund;
 - 8.1.4 the governors;
 - 8.1.5 the Business Manager, the Deputy Principal, and the Academic Dean;
 - 8.1.6 up to six members of staff appointed from amongst the College staff, to include three tutorial staff and three other members of staff;
 - 8.1.7 one representative of the Baptist Union of Great Britain appointed by the Baptist Union of Great Britain trustees;

- 8.1.8 one representative of BMS World Mission appointed by the BMS World Mission trustees;
 - 8.1.9 up to three representatives appointed by the student body;
 - 8.1.10 up to three persons co-opted by the governors in liaison with ecumenical bodies in South London; and
 - 8.1.11 up to four other persons co-opted by the governors.
- 8.2 The Members of the Charity as detailed above shall collectively be known as the Spurgeon's College Council.

9. Termination of membership

Membership is terminated if the member resigns by written notice to the Charity unless, after the resignation, there would be less than two members, any sum due from the member to the Charity is not paid in full within six months of it falling due, and if the governors resolve that it is in the best interests of the Charity that membership is terminated. A resolution to remove a member from membership may only be passed if the individual concerned has been given at least twenty-one days' notice in writing of the meeting of the governors at which the resolution will be proposed and the reasons why it is to be proposed, and the member, or at the option of the member, the member's representative (who need not be a member of the Charity) shall have the right to be heard by the governors at the meeting before a final decision is made.

10. General Meetings

- 10.1 The Charity shall hold an annual general meeting each year in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the Charity and that of the next. The annual general meeting shall be held at such times and places as the governors shall appoint.
- 10.2 The governors may call general meetings at any time.

11. Notice of general meetings

- 11.1 An annual general meeting and a general meeting called for the passing of a special resolution shall be called by at least twenty-one clear days' notice. All other general meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed:
 - 11.1.1 in the case of an annual general meeting by all the members entitled to attend and vote thereat; and
 - 11.1.2 in the case of any other meeting by a majority in number of members having a right to attend and vote, being a majority together holding not less than 90 per cent of the total voting rights at the meeting of all the members.
- 11.2 The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such. The notice must contain a statement setting out the rights of members to appoint a proxy under section 324 of the Companies Act 2006 and Article 13.
- 11.3 The notice shall be given to all members and to the Charity's auditors.
- 11.4 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.

12. Proceedings at general meetings

- 12.1 No business shall be transacted at any meeting unless a quorum is present. Ten persons entitled to vote upon the business to be transacted, each being a member, or

25 per cent of the total number of such persons for the time being, whichever is the greater, shall constitute a quorum.

- 12.2 If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to such time and place as the governors may determine. The governors must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, the time and place of the meeting. If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the members present in person or by proxy at that time shall constitute the quorum for that meeting.
- 12.2A A general meeting may be held by suitable electronic means agreed by the governors in which each participant may communicate with all the other participants.
- 12.3 The members shall choose a governor (other than the Principal) to be chair of their meetings. Such person shall be known as the Chair of Council and shall preside as Chair of the meeting, but if the Chair of Council is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act, the members present shall elect one of the governors (other than the Principal) to be Chair and, if there is only one governor present and willing to act, he or she shall be Chair.
- 12.4 If no governor is willing to act as Chair, or if no governor is present within fifteen minutes after the time appointed for holding the meeting, the members present in person or by proxy and entitled to vote must choose one of their number to chair the meeting.
- 12.5 The Chair may, with the consent of a meeting at which a quorum is present (and shall if so resolved by ordinary resolution of the members present in person or by proxy at a meeting) adjourn the meeting and must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution, but no business shall be transacted at a reconvened meeting other than business which might properly have been transacted at the meeting had adjournment not taken place. When a meeting is adjourned by resolution of the members for more than seven days, at least seven clear days' notice shall be given specifying the date, time and place of the reconvened meeting. Otherwise it shall not be necessary to give any such notice.
- 12.6 A resolution put to the vote of a meeting shall be decided on a show of hands unless before or on the declaration of the result of the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:
- 12.6.1 by the Chair; or
 - 12.6.2 by at least two members present in person or by proxy and having the right to vote at the meeting; or
 - 12.6.3 by a member or members present in person or by proxy representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.
- 12.7 Unless a poll is duly demanded, a declaration by the Chair of a result of a vote, and an entry to that effect in the minutes of the meeting, shall be conclusive. The number or proportion of votes cast need not be recorded.
- 12.8 The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the Chair. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.
- 12.9 A poll shall be taken as the Chair directs and he or she may appoint scrutineers (who need not be members) and fix a time and place for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.

- 12.10 In the case of an equality of votes, whether on a show of hands or on a poll, the Chair shall not be entitled to a casting vote in addition to any other vote he or she may have.
- 12.11 A poll demanded on the election of a Chair or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the Chair directs, not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent continuance of a meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
- 12.12 No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting in which it is demanded. In other cases at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
- 13. Content of proxy notices**
- 13.1 Proxies may only validly be appointed by a notice in writing (a "**proxy notice**") which:
- 13.1.1 states the name and address of the member appointing the proxy;
 - 13.1.2 identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
 - 13.1.3 is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the governors may determine; and
 - 13.1.4 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.
- 13.2 The Charity may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- 13.3 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.
- 13.4 Unless a proxy notice indicates otherwise, it must be treated as:
- 13.4.1 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
 - 13.4.2 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.
- 13.5 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.
- 13.6 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.
- 13.7 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.
- 13.8 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.

14. Written resolutions

- 14.1 A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) 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:
- 14.1.1 a copy of the proposed resolution has been sent to every eligible member;
 - 14.1.2 a simple majority (or in the case of a special resolution a majority of not less than 75%) of members has signified its agreement to the resolution; and
 - 14.1.3 it is contained in an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date.
- 14.2 A resolution in writing may comprise several copies to which one or more members have signified their agreement.

15. Votes of members

- 15.1 Every member shall have one vote.
- 15.2 No member shall be entitled to vote at any general meeting unless all moneys then payable by him or her to the Charity have been paid.
- 15.3 No objection shall be raised to the qualification of any voter except at the meeting or reconvened 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.

16. Governors

- 16.1 A governor must be a natural person aged 18 years or older.
- 16.2 No person may be appointed as a governor:
- 16.2.1 unless he or she has affirmed acceptance of the statement of faith; or
 - 16.2.2 in circumstances such that he or she would have been disqualified from acting under the provisions of Article 19.
- 16.3 The number of governors shall be not less than nine but (unless otherwise determined by ordinary resolution) shall not be more than twelve.
- 16.4 The governors shall appoint a person qualified under Article 16.2 as Principal of Spurgeon's College. Such person shall be a governor *ex officio*. The Principal shall have such powers and responsibilities as are specified in his or her terms of appointment, which may include the appointment of full or part time tutorial and other staff and a Business Manager.
- 16.5 The governors shall affirm acceptance of the statement of faith on an annual basis at their meeting held at or about the time of the Annual General Meeting.
- 16.6 A governor may not appoint an alternate governor or anyone to act on his or her behalf at meetings of the governors.

17. Powers of Governors

- 17.1 Subject to any restrictions imposed by the Companies Acts, the Articles or any special resolution, the business of the Charity shall be managed by the governors who may exercise all the powers of the Charity. No alteration of the Articles or any special resolution shall have retrospective effect to invalidate any prior act of the governors. Any meeting of the governors at which a quorum is present at the time

the relevant decision is made may exercise all the powers exercisable by the governors.

- 17.2 In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the Articles, the governors shall have the following powers, namely:

17.2.1 to expend the funds of the Charity in such manner as they shall consider most beneficial for the achievement of the Objects and to invest in the name of the Charity such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the Objects; and

17.2.2 to enter into contracts on behalf of the Charity.

18. Retirement and appointment of governors

- 18.1 At every annual general meeting one-third of the governors (other than the Principal) are subject to retirement by rotation or, if the number of governors (other than the Principal) is not three or a multiple of three, the number nearest to (but not greater than) one third shall retire from office. The Principal shall not be subject to retirement by rotation.

- 18.2 The governors to retire by rotation shall be those who have been longest in office since their last appointment or re-appointment, but as between persons who became or were last re-appointed governors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

- 18.3 If a governor is required to retire at an annual general meeting by a provision of the Articles the retirement shall take effect upon the conclusion of the meeting.

- 18.4 The Charity may by ordinary resolution appoint a person who is willing to act to be a governor and determine the rotation in which any additional governors are to retire.

- 18.5 No person other than a governor retiring by rotation shall be appointed or re-appointed as a governor at any general meeting unless:

18.5.1 he or she is recommended by the governors; or

18.5.2 not less than fourteen nor more than thirty-five clear days before the date appointed for the meeting, the Charity is given a notice that is signed by a member entitled to vote at the meeting, states the member's intention to propose the appointment of a person as a governor, contains the particulars which would, if the person were so appointed or re-appointed, the Charity would have to file at Companies House and acceptance by such person of the statement of faith and is signed by that person to show his or her willingness to be appointed or re-appointed.

- 18.6 Not less than seven nor more than twenty-eight clear days before the date appointed for holding a general meeting, notice shall be given to all members who are entitled to receive notice of the general meeting of any resolution to be put to the meeting to appoint a governor other than a governor who is to retire by rotation.

- 18.7 The governors may appoint a person who is willing to act as a governor, either to fill a vacancy or as an additional governor provided that the appointment does not cause the number of governors to exceed any number fixed by or in accordance with the Articles as the maximum number of governors. Any governor so appointed shall hold office only until the next annual general meeting and shall not be taken into account in determining the governors who are to retire by rotation at the meeting.

19. Disqualification and removal of governors

A governor shall cease to hold office if he or she:

- 19.1 ceases to be a governor by virtue of any provision in the Companies Acts or is prohibited by law from being a governor, or is disqualified from acting as a trustee by virtue of sections 178 to 182 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision);
- 19.2 is the Principal and ceases to be the Principal in accordance with his or her terms of appointment;
- 19.3 becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs;
- 19.4 resigns as a governor by notice to the Charity (but only, if at least five governors will remain in office when the notice of resignation is to take effect);
- 19.5 is absent without the permission of the governors from all their meetings held within a period of six consecutive months and the governors resolve that his or her office be vacated; or
- 19.6 is removed from office by the governors because he or she is guilty of conduct tending to bring him or herself and the Charity into disrepute and/ or otherwise has ceased to hold or practise the essential doctrines and articles of belief set out in the statement of faith; or
- 19.7 fails to re-affirm the statement of faith as required by Article 16.5.

20. Remuneration of governors

The governors must not be paid any remuneration unless it is authorised by Article 6.

21. Proceedings of the governors

- 21.1 Subject to the provisions of the Articles, the governors may regulate their proceedings as they think fit. A governor may, and the secretary at the request of a governor shall, call a meeting of the governors. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the Chair shall have a second or casting vote.
- 21.2 A meeting may be held by suitable electronic means agreed by the governors in which each participant may communicate with all other participants.
- 21.3 No decision may be made by a meeting of the governors unless a quorum is present at the time the decision is purported to be made. 'Present' includes being present by suitable electronic means agreed by the governors in which a participant or participants may communicate with all the other participants.
- 21.4 The quorum for the transaction of the business of the governors may be fixed by the governors, but shall not be less than one third of their number or three, whichever is the greater. A governor shall not be counted in the quorum present when any decision is made about a matter upon which that governor is not entitled to vote.
- 21.5 The governors may act notwithstanding any vacancies in their number, but, if the number of governors is less than the number fixed as the quorum, the continuing governor or governors may act only for the purpose of filling vacancies or of calling a general meeting.
- 21.6 The governors shall appoint one of their number (other than the Principal) to chair their meetings, to be known as Chair of Governors, and may at any time revoke such

- appointment. The governors may also appoint one of their number (other than the Principal) to be Vice Chair of their meeting and one of their number (other than the Principal) to be treasurer and may at any time revoke such appointments.
- 21.7 Unless the governor appointed as chair is unwilling to do so, the governor so appointed shall preside at every meeting of governors at which he or she is present. But if there is no governor holding that office, or if the governor holding it is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the Vice Chair shall chair that meeting. If the Vice Chair is also unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the governors present may appoint one of their number (other than the Principal) to chair that meeting.
- 21.8 The person appointed to chair meetings of the governors shall have no functions or powers except those conferred by the Articles or delegated to him or her by the governors.
- 21.9 The governors may appoint one or more committees consisting of two or more governors together with members of the Charity as shall be appointed by the governors, for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the governors would be more conveniently undertaken or carried out by a committee: provided that all acts and proceedings of any such committee shall be fully and promptly reported to the governors. The terms of reference for such committees, and the terms of any powers or functions delegated to them, must be recorded in the minute book. The governors may impose conditions when delegating, including the conditions that the relevant powers are to be exercised exclusively by the committee to whom they delegate; and no expenditure may be incurred on behalf of the Charity except in accordance with a budget previously agreed with the governors. The governors may revoke or alter a delegation.
- 21.10 A resolution in writing, or in electronic form, agreed by all governors entitled to receive notice of a meeting of the governors or of a committee 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 or (as the case may be) a committee of the governors duly convened and held. The resolution in writing may consist of several documents in like form to each of which one or more governors has signified their agreement.
- 21.11 Any bank accounts in which any part of the assets of the Charity is deposited shall be operated by the governors and shall indicate the name of the Charity. All cheques and orders for the payment of money from such accounts shall be signed in accordance with the mandate duly authorised by the governors.

22. Declaration of governors' interests

A governor 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 governor must absent himself or herself from any discussions of the governors 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).

23. Conflicts of interests

- 23.1 If a conflict of interests arises for a governor 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, the un-conflicted governors may authorise such a conflict of interests where the following conditions apply:

- 23.1.1 the conflicted governor is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;

- 23.1.2 the conflicted governor does not vote on any such matter and is not to be counted when considering whether a quorum of governors is present at the meeting; and
 - 23.1.3 the un-conflicted governors consider it is in the interests of the Charity to authorise the conflict of interests in the circumstances applying.
- 23.2 In this Article a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a governor or to a connected person.
- 23.3 All acts done by a meeting of governors, or of a committee of the governors, shall be valid, notwithstanding the participation in the vote of any governor who was disqualified from holding office, or who had previously retired or who had been obliged by the Articles to vacate office or who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise, if without the vote of that governor and that governor being counted in the quorum, the decision has been made by a majority of governors at a quorate meeting.
- 23.4 Article 23.3 does not permit a governor or a connected person to keep any benefit that may be conferred upon him or her by a resolution of the governors or of a committee of governors if, but for Article 23.3, the resolution would have been void, or if the governor has not complied with Article 23.1.

23A. Honorary offices

The governors may, subject to the approval of the Council, appoint one or more honorary office holders for such term, on such conditions and with such ceremonial or ambassadorial responsibilities and as they may think fit; and any honorary officer holder so appointed may be removed by them. But no such honorary office holder shall be a governor or a member of the Charity in such capacity

24. Secretary

The secretary shall be appointed by the governors for such term, at such remuneration (if not a governor) and upon such conditions as they may think fit, and any secretary so appointed may be removed by them.

25. Minutes

The governors shall keep minutes:

- 25.1 of all appointments made by the governors; and
- 25.2 of all proceedings at meetings of the Charity and of the governors and of committees of the governors including the names of the persons present at each such meeting, the decisions made at the meeting and where appropriate the reasons for the decisions.

26. Accounts

The governors must prepare for each financial year accounts as required by the Companies Acts. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice. The governors must keep accounting records as required by the Companies Acts.

27. Annual Report and Return and Register of Charities

The governors must comply with the requirements of the Charities Act 2011 with regard to the transmission of a copy of the statements of account to the Commission; preparation of an Annual Report and the transmission of a copy of it to the Commission; preparation of an Annual Return and its transmission to the Commission. The governors must notify the

Commission promptly of any changes to the Charity's entry on the Central Register of Charities.

28. Means of communication to be used

- 28.1 Subject to the Articles, anything sent or supplied by or to the Charity under the Articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Charity.
- 28.2 Subject to the Articles, any notice or document to be sent or supplied to a governor in connection with the taking of decisions by governors may also be sent or supplied by the means by which that governor has asked to be sent or supplied with such notices or documents for the time being.
- 28.3 Any notice to be given to or by any person pursuant to the Articles must be either in writing or given in electronic form.
- 28.4 The Charity may give any notice to a member either:
- 28.4.1 personally; or
 - 28.4.2 by sending it by post in a prepaid envelope addressed to the member at its address; or
 - 28.4.3 by leaving it at the address of the member; or
 - 28.4.4 by giving it in electronic form to the member's address; or
 - 28.4.5 by placing the notice on a website and providing the member with a notification in writing or in electronic form of the presence of the notice on the website. The notification must state that it concerns a notice of a company meeting and must specify the place date and time of the meeting.
- 28.5 A member who does not register an address with the Charity or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Charity.
- 28.6 A member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and of the purposes for which it was called.
- 28.7 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A Proof that an electronic form of notice was given shall be conclusive where the company can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act 2006.
- 28.8 In accordance with section 1147 of the Companies Act 2006, notice shall be deemed to be given 48 hours after the envelope containing it was posted; or in the case of an electronic form of communication, 48 hours after it was sent.

29. Indemnity

The Charity may indemnify any relevant governor against any liability incurred by him or her or it in that capacity, to the extent permitted by sections 232 to 234 of the Companies Act 2006. In this Article a "**relevant governor**" means any governor or former governor of the Charity.

30. Rules

- 30.1 The governors may from time to time make such rules or bye laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Charity, and in particular but without prejudice to the generality of the foregoing, they may by such rules or bye laws regulate:

- 30.1.1 the admission and classification of members of the Charity and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members;
 - 30.1.2 the conduct of members of the Charity in relation to one another, and to the Charity's employees and volunteers;
 - 30.1.3 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;
 - 30.1.4 the procedure at general meetings and meetings of the governors and committees of the governors in so far as such procedure is not regulated by the Companies Acts or by the Articles; and
 - 30.1.5 generally, all such matters as are commonly the subject matter of company rules.
- 30.2 The Charity in general meeting shall have power to alter, add to or repeal the rules or bye laws and the governors shall adopt such means as they think sufficient to bring to the notice of members of the Charity all such rules or bye laws, which shall be binding on all members of the Charity. Provided that no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the Articles.
- 31. Dissolution**
- 31.1 The members of the Charity may at any time before, and in expectation of, its dissolution resolve that any net assets of the Charity after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the Charity be applied or transferred in any of the following ways:
- 31.1.1 directly for the Objects; or
 - 31.1.2 to any charity or charities for use for particular purposes that fall within the Objects.
- 31.2 Subject to any such resolution of the members of the Charity, the governors of the Charity may at any time before and in expectation of its dissolution resolve that any net assets of the Charity after all its debts and liabilities have been paid, or provision made for them, shall on or before dissolution of the Charity be applied or transferred:
- 31.2.1 directly for the Objects; or
 - 31.2.2 by transfer to any charity or charities for purposes similar to the Objects; or
 - 31.2.3 to any charity or charities for use for particular purposes that fall within the Objects.
- 31.3 In no circumstances shall the net assets of the Charity be paid to or distributed among the members of the Charity and if no resolution in accordance with Article 31.1 or Article 31.2 is passed by the members or the governors respectively, the net assets of the Charity shall be applied for charitable purposes as directed by the Court or the Commission.