


**The Cambridge Theological Federation ("the Company")**

**MEMBERS' WRITTEN SPECIAL RESOLUTION**

The following resolution has been passed by the members of the Company as a written special resolution and became effective on **22 November 2018**

**THAT** the Memorandum and Articles of Association of the Company be abrogated in their entirety and replaced with new Articles of Association in the form attached.

Signed by **ALASTAIR DATEY**

  
.....  
~~Director~~/Secretary

Date

**22<sup>nd</sup> November 2018**  
.....

WEDNESDAY



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28/11/2018  
COMPANIES HOUSE

## **1. NAME & REGISTERED OFFICE**

The company's name is The Cambridge Theological Federation and in this document it is called "the Federation". The Federation's registered office is situated in England and Wales.

## **2. OBJECTS**

The Federation's objects ("Objects") are:

- 2.1 to advance the Christian Faith;
- 2.2 to advance religious ecumenical education consistent with the doctrine and principles of the Christian faith; and
- 2.3 to prepare men and women for ordained or lay ministry and service within the Christian churches.

## **3. MEMBERS**

- 3.1 The number of members of the Federation is to be not less than six nor exceed thirty persons or such other number as the members may by resolution determine.
- 3.2 Membership of the Federation is open only to individuals who
  - (a) are appointed by the Member Institutions and Associate Institutions in the proportions approved by the members ; and
  - (b) are a Fit and Proper Person;
- 3.3 Membership of the Federation is not transferrable
- 3.4 The Federation must keep a register of names and addresses of members.
- 3.5 A person shall cease to be a member:
  - (a) if the member dies;
  - (b) if the member resigns by written notice to the Federation unless, after resignation, there shall be fewer than six members;
  - (c) if the member ceases to be related to the Member Institution or Associate Institution that appointed them;
  - (d) if the member is removed from membership by a resolution of the members supported by two thirds of members that it is in the best interests of the Federation that the membership is terminated. A resolution to remove a member from membership may only be passed if:
    - the member has been given twenty-one days' notice in writing of the meeting of the members at which the resolution will be proposed and the reasons why it will be proposed; and
    - the member or, at the option of the member, the member's representative (who need not be a member ) has been allowed to make representations to the meeting if the member so desires.
  - (e) if the Member Institution or Associate Institution chooses to replace them with another person.
- 3.6 The members' decision about any removal under Article 3.5 (d) and following written representation must be notified to the member in writing and shall be final.

#### **4. LIABILITY OF MEMBERS**

The liability of members is limited to a sum not exceeding £10, being the amount that each of the members undertakes to contribute to the assets of the Federation in the event of it being wound up while they are a member or within one year after they cease to be a member, for

- (a) payment of the Federation's debts and liabilities incurred before they cease to be a member;
- (b) payment of the costs, charges and expenses of winding up; and
- (c) adjustment of the rights of the contributories among themselves.

#### **5. MEMBER INSTITUTIONS AND ASSOCIATE INSTITUTIONS**

- 5.1 Member Institutions are not company members of the Federation but are those who support the Objects and for whom the services of the Federation are primarily established. They are entitled to appoint individuals as members of the Federation through the process approved by the members. Member Institutions have the right to present students for enrolment on courses accredited via the Federation.
- 5.2 Associate Institutions are not company members of the Federation. Their aims and objectives overlap substantially with those of the Federation. They are entitled to appoint individuals as members of the Federation through the process approved by the Members. They do not have the right to present students for enrolment on courses accredited via the Federation, although they may do so at the discretion of the directors.
- 5.3 *Member Institutions and Associate Institutions are those who*
  - a) accept the Objects of the Federation as set out in Article 2
  - b) commit to integrating into the structure and governance of the Federation
  - c) are theological or educational institutions which are registered in the UK and may be either incorporated or unincorporated bodies
  - d) are committed to pay any joining fee and ongoing subscriptions on the basis set by the members
  - e) are approved as Member Institutions or Associate Institutions by the members
- 5.5 Member Institution and Associate Institution status will be terminated with immediate effect if the institution concerned
  - (a) ceases to exist
  - (b) is removed as a Member Institution or Associate Institution by a resolution supported by two thirds of members that it is in the best interests of the Federation that its membership is terminated
- 5.6 Member Institution and Associate Institution status is terminated with effect from the end of the Federation's financial year in which the institution concerned gives written notice of resignation
- 5.7 Member Institutions and Associate Institutions will enter into a membership agreement with the Federation in a form to be approved by the members.

## **6. POWERS**

The Federation has power to do anything which is calculated to further its Objects or is conducive or incidental to doing so. In particular the Federation has power:

- 6.1 to undertake and publish research in theology and religious studies;
- 6.2 to foster encounter between people of different faith traditions;
- 6.3 to raise funds and to invite and receive contributions, and trade in the course of carrying out the Objects and to charge for services, as permitted by law;
- 6.4 to purchase, take on lease or in exchange, hire or acquire any real or personal property and any rights and privileges which may be thought necessary or convenient for the furtherance of its Objects, and to construct, maintain and alter any buildings or erections necessary or convenient for the purpose of the Federation;
- 6.5 to sell, lease or otherwise dispose of all or any part of the property belonging to the Federation. In exercising this power, the Federation must comply as appropriate with sections 117 and 122 of the Charities Act 2011;
- 6.6 to borrow money and give security for loans and to charge the whole or any part of the property belonging to the Federation as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation. The Federation must comply as appropriate with sections 124 to 126 of the Charities Act 2011, if it wishes to mortgage land;
- 6.7 to co-operate and enter into arrangements with other charities, voluntary bodies, educational bodies, ecclesiastical bodies, statutory authorities, and other bodies and to exchange information and advice with them;
- 6.8 to establish or support any charitable trusts, associations or institutions formed for any or all of the Objects or similar charitable purposes;
- 6.9 to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity with compatible objects;
- 6.10 to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- 6.11 to employ and remunerate such staff as are necessary for carrying out the work of the Federation and to make all reasonable and necessary provision for the payment of pensions and superannuation to staff and their dependents. The Federation may employ or remunerate a director only to the extent it is permitted to do so by Article 7;
- 6.12 to:
  - (i) deposit or invest funds;
  - (ii) employ a professional fund-manager; and
  - (iii) arrange for the investments or other property of the Federation to be held in the name of a nominee;in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;
- 6.13 to provide indemnity insurance for the directors or any other officer of the Federation in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011;

- 6.14 to provide facilities for students of all Christian denominations and of other faith communities;
- 6.15 to provide initial and continuing education and training for various ministries in Christian churches;
- 6.16 to publish and make available information and resources and hold meetings, lectures and conferences;
- 6.17 to foster and undertake research and publish the results;
- 6.18 to make donations or subscribe or guarantee money for charitable purposes calculated to further the Objects;
- 6.19 to provide grants and bursaries for students;
- 6.20 to draw, make, accept, endorse, execute and issue promissory notes bills, cheques, and other instruments, and operate bank accounts in the name of the Federation;
- 6.21 to carry out the Objects whether as principal or agent and whether alone or with others; and
- 6.22 to do any such other lawful thing as may assist in the achievement of the Objects.

## **7. APPLICATION OF INCOME AND PROPERTY**

- 7.1 The income and property of the Federation shall be applied solely towards the promotion of the Objects and no part shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit to members of the Federation and no director shall be appointed to any office of the Federation paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Federation provided that nothing in this document shall prevent any payment in good faith by the Federation:
  - 7.1.1 of the usual professional charges for business done by any director who is a solicitor, accountant or other person engaged in a profession or by any partner of his or hers when instructed by the Federation to act in a professional capacity on its behalf provided that at no time shall a majority of directors benefit under this provision and a director shall withdraw from any meeting at which his or her appointment or remuneration or that of his or her partner is under discussion;
  - 7.1.2 of reasonable and proper remuneration for any services rendered to the Federation by any member, officer or servant of the Federation who is not a director;
  - 7.1.3 of interest on money lent by any member of the Federation or director at a reasonable and proper rate per annum not more than the published base lending rate for clearing banks to be selected by the directors;
  - 7.1.4 of fees, remuneration or other benefit in money or money's worth to any company of which a director may also be a member holding not more than a 100<sup>th</sup> part of the issued capital of that company;
  - 7.1.5 of reasonable and proper rent for premises demised or let by any member of the Federation or a director;

7.1.6 to any director of reasonable out of pocket expenses.

## **8. GENERAL MEETINGS OF MEMBERS**

- 8.1 The Federation shall hold an Annual General Meeting at such time and place as the members shall determine provided that not more than eighteen months may elapse between successive Annual General Meetings.
- 8.2 The minimum period of notice required to hold a General Meeting is fourteen clear days and notice may be given in writing or in electronic form. The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an Annual General Meeting the notice must say so. The notice must also contain a statement setting out the rights of members to appoint a proxy under section 324 of the Companies Act 2006 and Article 8.4. The notice must be given to all the members and to the directors and auditors (if any).
- 8.3 The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Federation or a failure of an electronic communication properly addressed.
- 8.4 Every member shall have one vote. Any member is entitled to appoint another person as a proxy to exercise all or any of the member's rights to attend and to speak and vote at a General Meeting.
- 8.5 No business shall be transacted at any General Meeting unless a quorum is present. A quorum is one third of the members present in person or by proxy and entitled to vote upon the business to be conducted at the meeting.
- 8.6 A General Meeting may elect a President of the Federation to represent the members and to chair General Meetings. The President shall serve for a period up to the Annual General Meeting following appointment but may then stand for re-appointment. The members may at any time by resolution require the President for the time being to vacate office as President and appoint another person to be President.
- 8.7 A resolution in writing or in electronic form may comprise several copies to which one or more members have signified their agreement.

## **9. RULES**

- 9.1 The Federation in General Meeting may from time to time make such reasonable and proper rules or bye laws as it deems necessary or expedient for the proper conduct and governance of the Federation. The Federation in General Meeting has the power to alter, add to or repeal the rules or bye laws.
- 9.2 The rules or bye laws may regulate such matters as the members may determine including (but not restricted to) :
  - (a) the admission of Member Institutions and Associate Members as defined in Article 5 and the rights and privileges of such bodies and the entrance fees, subscriptions and other fees or payments to be made by them;
  - (b) the conduct of Member Institutions and Associate Institutions in relation to one another, and to the Federation's employees and volunteers;
  - (c) the procedures at General Meetings and meetings of the directors in so far as such procedures are not regulated by the Companies Acts or by these Articles;

- (d) the appointment of proxies by members; and
- (e) *all such other matters as are commonly the subject matter of company rules.*

9.3 The rules or bye laws shall be binding on all members, directors, Member Institutions and Associate Institutions. No rule or bye law shall be inconsistent with or shall affect or repeal anything contained in these Articles.

## **10. APPOINTMENT AND REMOVAL OF DIRECTORS AND OFFICERS**

10.1 The directors shall govern the business of the Federation and may exercise all the powers of the Federation unless they are subject to any restrictions imposed by the Companies Act, the Charities Acts, these Articles or any special resolution.

10.2 The number of directors shall be not less than three but shall not be subject to any maximum. Directors may not appoint alternate directors or anyone to act on their behalf at meetings of the directors.

10.3 The members in General Meeting may appoint a person as a director provided that the person is:

- (a) an actual person aged 18 years or older, and
- (b) a Fit and Proper Person; and
- (c) not disqualified from acting as a trustee by virtue of section 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision) or any other statute; and
- (d) *not a current student on a course validated via the Federation or a member of staff employed by the Federation; and*
- (e) recommended under the nominations system approved by the members.

10.4 Directors shall retire not later than at the third annual General Meeting following their appointment provided that the members may re-appoint the director for a further term, subject to Article 10.5.

10.5 If a director is required to retire at an Annual General Meeting pursuant to Article 10.4 the retirement shall take effect at the conclusion of that meeting provided that retiring directors may, if willing to act, offer themselves for re-election for a maximum of three consecutive three year terms.

10.6 Directors shall cease to hold office if:

- (a) they cease to be a director by virtue of any provision in the Companies Acts or are prohibited by law from being a director;
- (b) they cease to be a Fit and Proper Person
- (c) they are disqualified from acting as a trustee by virtue of section 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision);
- (c) in the written opinion, given to the Federation, of a registered medical practitioner treating that person, they become incapable by reason of mental disorder, illness or injury of managing and administering their own affairs;
- (d) they resign as a director by notice to the federation (but only if at least three directors will remain in office when the notice of resignation is to take effect); or
- (e) they are absent without the permission of the directors or without acceptable apology from all *directors' meetings held within a period of six consecutive months and the directors resolve that their office be vacated; or*
- (f) they deliberately fail to declare an interest as required by Article 12 below; or
- (g) in the reasonable opinion of the members, they bring the Federation in any way into disrepute and the members resolve by at least two thirds of members that they should be removed

- from office provided that the directors in question shall be given the opportunity to state their case to the members (verbally or in writing) before a vote is taken; or
- (h) their term of office comes to an end and they are not re-appointed for a further term.

10.7 The members in general meeting shall appoint a Chair of the board of directors. The Chair shall serve for a period up to the Annual General Meeting following appointment but may then stand for re-appointment. The members may at any time by resolution require the Chair for the time being to vacate office as Chair and the members may appoint another person to be Chair. The Chair of the directors shall have no functions or powers except those conferred by these Articles or delegated by the Members.

## **11. PROCEEDINGS OF DIRECTORS**

11.1 A meeting may be held by suitable electronic means agreed by the directors in which each participant may communicate with all the other participants. The directors shall conduct their meetings in accordance with the byelaws set by the members, subject to the provisions of these Articles

11.2 Every director shall have one vote. No decision may be made by a meeting of the directors unless a quorum is present. The quorum shall be three or such larger number as may be decided from time to time by the members. A director shall not be counted in the quorum present when any decision is made about a matter upon which that director is not entitled to vote.

11.3 No alteration of these Articles or any special resolution shall have retrospective effect to invalidate any prior act of the directors.

11.4 The directors must not be paid any remuneration unless it is authorised by Article 7.

11.5 A resolution in writing or in electronic form agreed by all of the directors entitled to receive notice of a meeting of the directors and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the directors duly convened and held. Such a resolution shall be deemed to take effect on the date of receipt of the final response.

11.6 The directors may delegate any of their powers or functions to a committee including at least one director but the terms of any delegation must be recorded in the minute book. All acts and proceedings of any committees must be fully and reported to the directors.

11.7 The directors must keep (and where required, preserve for at least ten years) minutes of all:

- (a) appointments of officers made by the members;
- (b) proceedings at meetings of the Federation;
- (c) meetings of the directors and committees of directors including:
  - the names of the directors present at the meeting;
  - the decisions made at the meetings; and
  - where appropriate the reasons for the decisions.

11.8 A resolution of the directors in writing or in electronic form may comprise several documents containing the text of the resolution in like form to which one or more directors has signed their agreement.



## **12. CONFLICTS OF DIRECTOR'S INTERESTS AND LOYALTIES**

- 12.1 Directors must declare the nature and extent of any interest, direct or indirect, which they have in a proposed transaction or arrangement with the Federation or in any transaction or arrangement entered into by the Federation that has not been previously declared. Directors must absent themselves from any discussions of the directors in which it is possible that a conflict may arise between their duty to act solely in the interests of the Federation and any personal financial interest. Directors need not absent themselves from any discussions of the directors in which it is possible that a conflict may arise between their duty to act solely in the interests of the Federation and any duty to act in the interests of another organisation.
- 12.2 If a conflict of interests arises for a director because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provisions in these Articles, the unconflicted directors may authorise such a conflict of interests where the following conditions apply:
- (a) the conflicted director is absent from the part of the meeting at which there is discussion of any arrangement or transactions affecting that other organisation or person;
  - (b) the conflicted director does not vote on any such matter and is not to be counted when considering whether a quorum of directors is present at the meeting; and
  - (c) the unconflicted directors consider it is in the interests of the Federation to authorise the conflict of interests in the circumstances applying.
- 12.3 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 director or to a connected person.

## **13. ACCOUNTS, ANNUAL REPORT, ANNUAL RETURN AND REGISTER OF CHARITIES**

- 13.1 The directors 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.
- 13.2 The directors must keep accounting records as required by the Companies Acts.
- 13.3 The directors must comply with the requirements of the Charities Act 2011 (or any re-enactment, amendment or replacement of it) with regard to:
- (a) the transmission of a copy of the statements of account to the Commission;
  - (b) the preparation of an annual report and its transmission to the Commission;
  - (c) the preparation of an annual return and its transmission to the Commission.
- 13.4 The directors must notify the Commission promptly of any changes to the Federation's entry on the central register of charities.

## **14. DISSOLUTION**

- 14.1 The members may at any time before, and in expectation of, its dissolution resolve that any net assets of the Federation after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the Federation be applied or transferred in any of the following ways:

- (a) directly for the Objects; or
- (b) by transfer to any charity or charities for purposes similar to the Objects, , including Member Institutions and Associate Institutions as defined in Article 5; or
- (c) to any charity for use for particular purposes that fall within the Objects.

14.2 *Subject to any such resolution of the members, the directors may at any time before and in expectation of its dissolution resolve that any net assets of the Federation after all its debts and liabilities have been paid, or provision made for them, shall on dissolution of the Federation be applied or transferred:*

- (a) directly for the Objects; or
- (b) by transfer to any charity or charities for purposes similar to the Objects, including Member Institutions and Associate Institutions as defined in Article 5 ; or
- (c) to any charity or charities for use for particular purposes that fall within the Objects.

14.3 In no circumstances shall the net assets of the Federation be paid to or distributed among the members and if no such resolution is passed by the members or the directors the net assets of the Federation shall be applied for charitable purposes as directed by the Court or the Commission.

## **15. AMENDMENTS**

15.1 No additions, alterations or amendments shall be made to Article 2 (Objects) or to Article 14 (Dissolution) or to any other provision in these Articles which would provide authorisation for any benefit to be obtained by directors or members or persons connected with them, unless the same have been previously submitted to and approved by the Commission.

15.2 No additions, alterations, or amendments shall be made to these Articles for the time being in force, unless the same have been either submitted to a General Meeting and passed by a special resolution, or else adopted by a written special resolution of the members.

## **16. MISCELLANEOUS**

16.1 Documents which are executed as deeds must be signed by:

- (a) two directors; or
- (b) one director and the secretary (where appointed).

16.2 Subject to these Articles, anything sent or supplied by or to the Federation under these Articles may be sent or supplied in any way in which the Companies Acts provide for documents or information which are authorised or required by any provision of the Companies Acts to be sent or supplied by or to the Federation.

16.3 Any notice to be given to or by any person pursuant to these Articles must be in writing or must be given in electronic form. The Federation may give any notice either:

- (a) personally; or
- (b) by sending it by post in a prepaid envelope addressed to the member at their address; or
- (c) by leaving it at the address of the member; or
- (d) by giving it in electronic form to the member's address.
- (e) by placing the notice on a website and providing the person 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.

16.4 In accordance with section 1147 of the Companies Act 2006 notice shall be deemed to be given:

- (a) 48 hours after the envelope containing it was posted; or

(b) in the case of an electronic communication, 48 hours after it was sent.

16.5 If a dispute arises between members of the Federation about the validity or propriety of anything done by the members of the Federation under these Articles and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

## **17. INTERPRETATION**

In these Articles:

“address” means a postal address or, for the purposes of electronic communication, an e-mail address or a telephone number for receiving text messages in each case registered with the Federation;

“these Articles” means the Federation’s Articles of Association;

“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 Companies Acts” means the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the Federation;

“the directors” means the directors of the Federation. The directors are charity trustees as defined by Section 117 of the Charities Act 2011;

“document” includes, unless otherwise specified, any document sent or supplied in electronic form ;

“electronic form” has the meaning as defined by section 1168 of the Companies Act 2006;

“Fit and Proper Person” has the meaning given by HM Revenue and Customs in its guidance on the fit and proper persons test.

“officers” includes the directors and the secretary (if any);

“secretary” means a person (if any) appointed to perform the duties of the company secretary of the Federation and who may but does need not be a director;

“General Meeting” means a meeting of members of the Federation

“member” means a company member for the time being of the Federation who is admitted under Article 3

“the Member Institutions” mean those institutions admitted as such in accordance with Article 5

“the Associate Institutions” mean those institutions admitted as such in accordance with Article 5; and

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

Unless the context otherwise requires words or expressions contained in these Articles have the same meaning as in the Companies Acts or the Charities Acts from time to time enforced but excluding any statutory modification not in force when this constitution becomes binding on the Federation.

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.