

LEEDS FAITH IN SCHOOLS

**A Limited Company No. 4843253
Registered Charity No. 1106036**

THURSDAY



A General Meeting of the Company Members was held

On 21st January 2008 At 62a Burley Road, Leeds LS3 1JX

Those Present

Mike Towle (Chairman)

~~Graeme Collins~~ *Apologies*

Andrew Hobbs

Joanna Bailey

~~Janet Gibson~~ *Apologies*

Ann Nicholl

Fiona Sherburn

Neil Fell

Further to the Charity Commission's email dated ^{21st} ~~9th~~ January 2008, the Members proposed to amend the Objects of the charity according to the Charity Commission's proposed wording. The following Special Resolution was proposed

That Clause 3 of the Memorandum of Association be amended as follows

The objects are for the benefit of young people in Leeds and the surrounding areas

- 1 To advance education
- 2 To provide facilities in the interests of social welfare for recreation and leisure time occupation with the object of improving their conditions of life

The objects shall be pursued in accordance with the Christian principles set out in the Statement of Faith in the Schedule to the Articles

The members further proposed the following Special Resolution

To amend Clause 4 of the Memorandum through the addition of the following powers

- 4 (ix) subject to such consents as may be required by law to borrow and raise money without limit in such manner and on such security (if any) as the Charity may think fit and to issue debentures and other securities,
- 4 (x) to purchase, lease, hire, exchange or otherwise acquire any land, buildings, furniture, equipment or other property or interest in property and to alter, improve, develop, redevelop and (subject to such consents as may be required by law) to sell, resell, let, underlet, charge, assign, or otherwise dispose of or deal with the same,
- 4 (xi) to hold property as tenants in common with another or others not being a charity on such terms as shall be considered proper providing that the Charity shall at all times be entitled to receive the proportion of the net sale proceeds that reflect the funds provided by the Charity or the share, interest or entitlement of the Charity,

- 4 (xii) to make donations to any Christian worker not being a Trustee who is engaged in such work or activity which furthers the Objects or in assisting either directly or indirectly in the same,
- 4 (xiii) to acquire, merge with or to enter into any partnership, affiliation or joint venture arrangement with any other charity formed for any of the Objects,
- 4 (xiv) to produce, sell or otherwise distribute literature, audio and visual aids, and other media of communication, but not so as to constitute permanent trading on the part of the Charity *except* where it is a direct means of furthering the Objects,
- 4 (xv) to arrange and provide for or join in arranging and providing for the holding of meetings, lectures, seminars, conferences, and training courses for the furtherance of the Objects,
- 4 (xvi) to insure any asset of the Charity on such terms as the trustees may think fit and to pay the appropriate premiums and to use any insurance money received in any manner the trustees think fit whether to restore the asset or not,
- 4 (xvii) to insure and arrange insurance cover for and to indemnify its members, servants and voluntary workers from and against all such risks incurred in the proper performance of their duties as may be thought fit,
- 4 (xviii) to set aside income as a reserve against future expenditure but only in accordance with a written reserves' policy,

To amend the Articles of Association as follows

Interpretation

“address” means a postal address or, for the purposes of electronic communication, a fax number or an e-mail address in each case registered with the Charity,

Members

To delete the current 2 (1) and (2) and replace as follows

- 2 (i) The subscribers to the memorandum and such other persons as are admitted to membership in accordance with the rules made under Article 63 shall be members of the Charity No person shall be admitted a member of the Charity unless his application for membership is approved by the trustees and he subscribes either to the Basis of Faith set out in the Schedule to the Articles or to act in accordance with the Christian principles of the Charity
- (ii) In selecting individuals for appointment as Members, the Board must have regard to the skills, knowledge and experience required for the effective administration of the charity
- (iii) Any member of the Charity may retire on giving written notice to the secretary, provided that such retirement shall not reduce the number of members to less than two

- (iv) Any person or other body who ceases to be a Trustee in accordance with Article 38 shall forthwith cease to be a member of the company
Membership shall not be transferable and shall cease on death
- (v) A retiring Trustee may be reappointed as a member further to the provisions of Article 63,
- (vi) If not less than two-thirds of the trustees present at a meeting so resolve, the trustees shall have the right for a good and sufficient reason to terminate the membership of any member provided that he shall have received 21 clear days notice in writing to his last known address notifying him of the intention to terminate his membership and the reasons therefore and that he shall have the right to be heard by the trustees before any vote is taken
- (vii) The Directors must maintain a register of names and addresses of the members

Proceedings at General Meetings

To include the following Article and re-number accordingly

Subject to the provisions of the Act, a resolution in writing signed by all members of the Charity entitled to receive notice of and to attend and vote at general meetings shall be as valid and effective as if it had been passed at a general meeting of the Charity duly convened and held. Such a resolution may consist of several documents in like form each signed by one or more members of the Charity

Votes of Members

To add the following and renumber the following Articles accordingly

Votes may be cast in a poll either personally or by proxy. A proxy must be a member and shall not have the right to appoint a further proxy. In matters decided on a show of hands a member represented by a proxy shall have no vote

The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing

Appointment and Retirement of Trustees

To add to the current Article 33

- (3) unless he subscribes to either the Statement of Faith set out in the schedule to the Articles or agrees to act in accordance with the Christian principles of the Charity,
- (4) in selecting individuals for appointment as trustees, the Board must have regard to the skills, knowledge and experience required for the effective administration of the charity

Disqualification and Removal of the Trustees

To delete the current Article 38 and replace as follows

A Trustee shall cease to hold office if

- (i) he ceases to be a trustee by virtue of any provision in the Act or is disqualified from acting as a trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision),
- (ii) he becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs,
- (iii) he resigns his office by notice to the Charity (but only if at least two trustees will remain in office when the notice of resignation is to take effect),
- (iv) he is absent without the permission of the trustees from all their meetings held within a period of six months and the trustees resolve that his office be vacated,
- (v) he ceases to subscribe to either the Statement of Beliefs set out in the schedule to the articles or to act in accordance with the Christian principles of the Charity, or
- (vi) the members of the Charity in general meeting by ordinary resolution decide for a good and sufficient reason to terminate his appointment provided that he shall have received 14 clear days notice in writing to his last known address notifying him of the intention to terminate his appointment and the reasons therefore and that he shall have the right to be heard by the members at such general meeting before any vote is taken

Proceedings of Trustees

To add the following Article at the current Article 48

A meeting of the Trustees may be held either in person or by suitable electronic means agreed by the Trustees in which all participants can see (whether through some form of video link or otherwise) and may communicate with all the other participants

To amend the current Article 49 as follows

All cheques and orders for the payment of money from such account shall be signed by at least two Trustees or persons duly authorised by the Trustees. Such electronic payments as may be required may be made and received subject to effective controls being in place and regularly monitored by the Trustees

To include a "Conflict of Interest" clause at current Article 50 and renumber the subsequent Articles accordingly

Conflict of Interest

A Trustee should make it known from the outset of any interest he may have in a particular topic of discussion and must immediately remove himself from that part of the meeting where a potential conflict of interest may arise or be deemed to arise

To amend the current Article 50 with the addition of the following wording

The trustees shall keep minutes in books or in other written or electronic media kept for the purpose

To delete the current Articles 53 to 61 and replace as follows

ACCOUNTS

Accounts shall be prepared in accordance with the provisions of Part VII of the Act and in accordance with the provisions of the 1993 Charities Act and any statutory re-enactment or modification of the Acts

ANNUAL REPORT

The trustees shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Commissioners

ANNUAL RETURN

The trustees shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Commissioners

NOTICES

Any notice to be given to or by any person pursuant to the articles shall be in writing except that a notice calling a meeting of the trustees need not be in writing

The Charity may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address or by fax or e-mail as registered with the Company. A member whose registered address is not within the United Kingdom and who gives to the company an address within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the Charity

A member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called

Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given or sent by fax or e-mail as registered with the Company. A notice shall be deemed to have been given at the expiration of 48 hours after the envelope containing it was posted, faxed or sent by e-mail

INDEMNITY

- (i) Subject to the provisions of the Act every trustee or other officer or auditor of the Charity shall be indemnified out of the assets of the Charity against any liability incurred by him in that capacity in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application in which relief is

granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity

- (ii) A retiring Trustee is entitled to an indemnity from the continuing Trustees at the expense of the Charity in respect of any liabilities properly incurred during his Trusteeship

RULES

- (1) The trustees 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 for the purposes or prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they may by such rules or bye laws regulate
 - (i) 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,
 - (ii) the procedure at general meetings and meetings of the trustees and committees of the trustees in so far as such procedure is not regulated by the articles,
 - (iii) generally, all such matters as are commonly the subject matter of company rules
- (2) The Charity in general meeting shall have power to alter, add to or repeal the rules or bye-laws, and no rule or bye laws shall be inconsistent with, or shall affect or repeal anything contained in, the memorandum or the articles

Finally, to add a Schedule to the Articles for the following Statement of Faith

We believe in

- 1 The one true God who lives eternally in three persons – the Father, the Son and the Holy Spirit
- 2 The love, grace and sovereignty of God in creating, sustaining, ruling, redeeming and judging the world
- 3 The divine inspiration and supreme authority of the Old and New Testament Scriptures, which are the written Word of God – fully trustworthy for faith and conduct
- 4 The dignity of all people, made male and female in God's image to love, be holy and care for creation, yet corrupted by sin, which incurs divine wrath and judgement
- 5 The incarnation of God's eternal Son, the Lord Jesus Christ – born of the virgin Mary, truly divine and truly human, yet without sin

- 6 The atoning sacrifice of Christ on the cross dying in our place, paying the price of sin and defeating evil, so reconciling us with God
- 7 The bodily resurrection of Christ, the first fruits of our resurrection, his ascension to the Father and his reign and mediation as the only Saviour of the world
- 8 The justification of sinners solely by the grace of God through faith in Christ
- 9 The ministry of God the Holy Spirit, who leads us to repentance, unites us with Christ through new birth, empowers our discipleship and enables our witness
- 10 The Church, the body of Christ both local and universal, the priesthood of all believers – given life by the Spirit and endowed with the Spirit's gifts to worship God and proclaim the gospel, promoting justice and love
- 11 The personal and visible return of Jesus Christ to fulfil the purposes of God, who will raise all people to judgement, bring eternal life to the redeemed and eternal condemnation to the lost, and establish a new heaven and new earth

The Special Resolutions were passed unanimously

M A Towle
SIGNED (CHAIR)

21 01 2008
(DATED)