

*Articles of Association of Emmanuel Theological College  
a private Company Limited by Guarantee  
and not having a share capital*

## **APPENDIX**

# **ARTICLES OF ASSOCIATION**

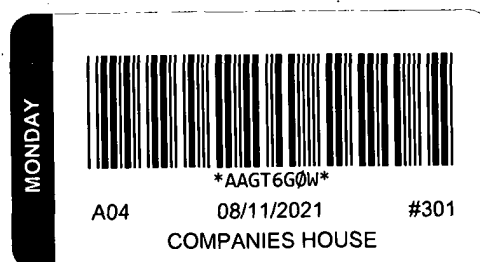
of

# **EMMANUEL THEOLOGICAL COLLEGE**

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

**THE COMPANIES ACT 2006**

9685338-1



# PART 1

## INTERPRETATION AND LIMITATION OF LIABILITY

### Defined terms

1. In the Articles, unless the context requires otherwise—

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

**“AGM”** means an annual general meeting of the College;

**“Articles”** means the College's Articles of Association;

**“Authorised representative”** means an individual who is authorised by a Member organisation to act on its behalf at meetings of the College and whose name is given to the Secretary;

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

**“Board”** or **“Board of Trustees”** means the board of trustees and the company directors of the College and (where appropriate) includes a Committee and the Trustees acting by written resolution;

**“Board meeting”** means a meeting of the Board of Trustees called in accordance with the Articles;

**“Chair”** means the person appointed as Chair of the Board pursuant to article 15;

**“Chair of the meeting”** has the meaning given in article 39;

**“Charities Acts”** means the Charities Act 1992, 1993, 2006 and 2011 in so far as they apply to the College;

**“Clear days”** in relation to the period of 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 deemed to take effect;

**“Co-opted Trustee”** means a Trustee co-opted by the Board in accordance with Article 12;

**“the College”** means the charitable company intended to be regulated by these Articles;

**“the Commission”** means the Charity Commission for England and Wales;

**“Companies Acts”** means the Companies Acts (as defined in section 2 of the “Companies Act 2006), in so far as they apply to the College;

**“conflict”** means a situation in which a Trustee has or can have, a direct or indirect interest, that conflicts or possibly may conflict, with the interests of the College;

**"Dean"** means the person who is employed, under a contract of service, by the College to provide overall managerial leadership to the College;

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

**"electronic form" and "electronic means"** has the meaning given in section 1168 of the Companies Act 2006;

**"Ex-officio Members"** means the office holders for the time being of those positions set out in Article 33(1) and the Bishop of any other Anglican Diocese appointed as a Member of the College in accordance with these Articles;

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

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

**"general meeting"** means a meeting of the Members called in accordance with the Articles;

**"Indemnity Insurance"** means insurance against personal liability incurred by any Trustee for an act or omission which is alleged to be a breach of trust or breach of duty, but subject to any limitations specified in the Charities Act 2011;

**"instrument"** means a document in hard copy form;

**"Member(s)"** means the persons or organisations set out at Article 33 or appointed in accordance with Article 33 and who are company members in accordance with section 112 of the Companies Act 2006;

**"month"** means calendar month;

**"the Objects"** means the charitable objects of the College set out in Article 5;

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

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

**"paid"** means paid or credited as paid;

**"participate"**, in relation to a Trustees' meeting, has the meaning given in article 24;

**"person"** means any person, corporate and unincorporated;

**"proxy notice"** has the meaning given in article 45;

**"Secretary"** means the administrative officer appointed either as the company secretary or to fulfil the functions of the company secretary;

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

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

**"Trustee"** means a company director and charity trustee of the College, and includes any person occupying the position of Trustee, by whatever name called;

**“United Kingdom”** means Great Britain and Northern Ireland;

**“working day”** in relation to a period of notice means any day other than Saturday, Sunday and Christmas Day, Good Friday or any day that is a bank holiday under the Banking and Financial Dealing Act 1971 in England and Wales; and

**“writing”** means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

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

## **2. The College's name**

The name of the College is Emmanuel Theological College.

## **3. Registered Office**

The registered office of the College is to be in England and Wales.

## **4. Guarantee of Members**

(1) The liability of each Member is limited to £1.00, being the amount that each Member undertakes to contribute to the assets of the College in the event of its being wound up while they are a Member or within one year after they cease to be a Member, for—

- (a) payment of the College's debts and liabilities contracted 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. Objects**

(1) The College's Objects are:

- (a) the advancement of theological education in areas of Christian faith, mission, practice and dialogue and in particular but without limitation:
  - (i) the provision of learning opportunities for members of churches and other interested persons;
  - (ii) the sharing of theological resources with and among local churches, communities and other training providers;
  - (iii) the preparation of persons for accredited forms of ministry; and
  - (iv) the provision of opportunities for post-graduate study.

(b) to advance Christian theological education generally.

## **6. Powers**

(1) In furtherance of the Objects but not further or otherwise the College may exercise the following powers:

- a. 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 College;
- b. to raise funds and to invite and receive contributions provided that in raising funds the College shall not undertake any substantial permanent trading activities and shall conform to any relevant statutory regulations;
- c. to acquire, alter, improve and (subject to such consents as may be required by law) to charge or otherwise dispose of property;
- d. to employ such staff, as are necessary for the proper pursuit of the Objects and to make all reasonable and necessary provision for the payments of pensions and superannuation to staff and their dependants;
- e. to establish or support, whether financially or otherwise, any charitable companies, trusts, associations or institutions formed for all or any of the Objects;
- f. to co-operate with the Members and with other charities, other Theological Educational Institutions, Higher Educational Institutions, voluntary bodies and statutory authorities operating in furtherance of the Objects and to exchange information and advice with them;
- g. to pay out of funds of the College the costs, charges and expenses of and incidental to the formation and registration of the College;
- h. to establish, maintain, carry on, manage and develop the work of the College as a Theological Educational Institute;
- i. to offer scholarships, exhibitions, prizes and awards to students and former students and otherwise to encourage and assist the educational attainment of students and former students;
- j. to provide educational facilities and services to students of all ages and the wider community for the public benefit;
- k. to carry out research into the development and application of new techniques in education and to their approach to curriculum development and delivery and to publish the results of such research, and to develop means of benefiting from application of the experience of industry, commerce, educational institutions and the voluntary and faith sector to the education of students studying at the College;
- l. subject to such consents as may be required by law and/or by any contract entered into by or on behalf of the College, to borrow and raise money for the

furtherance of the Objects in such manner and on such security as the Trustees may think fit;

- m. to deposit or invest any funds of the College not immediately required for the furtherance of its Objects (but to invest only after obtaining such advice from a financial expert as the Trustees consider necessary and having regard to the suitability of investments and the need for diversification);
- n. to delegate the management of investments to a financial expert, but only on terms that:
  - i. the investment policy is set down in writing for the financial expert by the Trustees;
  - ii. every transaction is reported promptly to the Trustees;
  - iii. the performance of the investments is reviewed regularly with the Trustees;
  - iv. the Trustees are entitled to cancel the delegation arrangement at any time;
  - v. the investment policy and the delegation arrangement are reviewed at least once a year;
  - vi. all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Trustees on receipt; and
  - vii. the financial expert must not do anything outside the powers of the Trustees;
- o. to arrange for investments or other property of the College to be held in the name of a nominee company acting under the control of the Trustees or of a financial expert acting under their instructions, and to pay any reasonable fee required;
- p. to provide indemnity arrangements to Trustees in accordance with, and subject to the conditions of section 232 to 235 of the Companies Act 2006, section 189 of the Charities Act 2011 or any other provision of law applicable to charitable companies and any such indemnity is limited accordingly;
- q. to establish subsidiary companies to carry on any trade or business for the purpose of raising funds for the College; and
- r. to do all such other lawful things as are necessary for or are incidental to or conducive to the achievement of the Objects.

## **7. Income**

(1) The income and property of the College shall be applied solely in promoting the Objects.

(2) No dividends or bonus may be paid or capital otherwise returned to the Members unless it is in accordance with Article 8. However, nothing in these Articles shall prevent any payment in good faith by the College of:

- (a) reasonable and proper remuneration to any Member, officer or servant of the College for any services rendered to the College;
- (b) any interest on money lent by any Member or any Trustee at a reasonable and proper rate;
- (c) reasonable and proper rent for premises demised or let by any Member or Trustee; or
- (d) reasonable out-of-pocket expenses properly incurred by any Trustee.

#### **8. Winding up**

(1) The members of the College may at any time before, and in expectation of, its dissolution resolve that any net assets of the College after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the College 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; or
- (c) to any charity or charities for use for particular purposes that fall within the Objects.

(2) Subject to any such resolution of the members of the College, the Trustees of the College 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 College be applied or transferred:

- (a) directly for the Objects; or
- (b) by transfer to any charity or charities for purposes similar to the Objects; or
- (c) to any charity or charities for use for particular purposes that fall within the Objects.

(3) In no circumstances shall the net assets of the College be paid to or distributed among the Members of the College (except to a Member that is itself a charity) and if no resolution in accordance with Article 8(1) is passed by the Members or the Trustees the net assets of the College shall be applied for charitable purposes as directed by the Court or the Commission.

## **PART 2**

### **TRUSTEES**

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

##### **9. Number of Trustees**

- (1) Unless the Members decide otherwise by ordinary resolution, there shall be:
  - a) up to twelve Trustees appointed by the Ex-officio Members at a general meeting; and
  - b) if so appointed under Article 12, up to four Co-opted Trustees appointed by the Board.
- (2) No more than three Trustees shall also be Members at any one time.
- (3) Each Trustee shall be committed to supporting the Christian ethos of the College.
- (4) A Trustee may not appoint an alternate Trustee or anyone else to act on their behalf at meetings of the Trustees.

##### **10. Trustees' general authority**

- (1) Subject to the Articles, the Board is responsible for the management of the College's business, for which purpose it may exercise all the powers of the College.
- (2) No alteration of the Articles or any special resolution shall have the retrospective effect to invalidate any prior act of the Trustees.
- (3) Any meeting of Trustees at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Trustees.
- (4) All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the College, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Trustees shall from time to time by resolution determine provided that not less than one Trustee and one other person authorised by the Board shall be required to sign all cheques drawn against the College.

##### **11. Appointment and retirement of Trustees**

- (1) The Ex-officio Members shall by a two-thirds majority vote appoint Trustees at a general meeting, giving due regard to the gifts, skills, experience and knowledge required to oversee the work of the College effectively.
- (2) Notwithstanding Article 11(1) the Ex-officio Members shall seek to appoint a person as a Trustee from each Anglican diocese that is represented by the Members unless written consent is obtained from both the Diocesan Bishop and the Diocesan Secretary of the unrepresented diocese(s) and any such consent will be for a period of three years unless otherwise stated by the consenting parties.



- (3) 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 who are entitled to receive notice of the meeting of any person who is recommended by any Members for appointment or re-appointment as a Trustee at the meeting or in respect of whom notice has been duly given to the College of the intention to propose them at the meeting for appointment or re-appointment as a Trustee. The notice shall give the particulars of that person which would, if they were so appointed or reappointed, be required to be included in the College's register of Trustees.
- (4) The Board may appoint a person who is willing to be a Trustee either to fill a Member Trustee vacancy (such appointment to terminate at the next general meeting) or as a Co-opted Trustee in accordance with Article 12.
- (5) Every Trustee must sign –
- (a) A declaration of willingness to act as a Trustee; and
  - (b) A declaration confirming that they are not disqualified from acting as a Trustee under any provision of the Companies Act 2006 or disqualified from acting as a trustee by virtue of s178 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision)
- before they may vote at any meeting of the Trustees.

## **12. Co-opted Trustees**

- (1) Subject to Article 9, the Board may appoint up to four persons as Co-opted Trustees.
- (2) In appointing Co-opted Trustees, the Board shall have regard to the skills, knowledge and experience required in order to manage efficiently the work of the College;

## **13. Obligations of the Board**

The Board must set out in writing the principal obligations of every Trustee to the Board and to the College. The statement of Trustees' obligations is not intended to be exhaustive and the Board may review and amend it from time to time.

## **14. Term of office of Trustees**

- (1) Unless the Trustees decide otherwise by simple resolution, all Trustees including Co-opted Trustees shall serve for a fixed term of three years commencing from the date of their appointment.
- (2) Subject to the foregoing provisions of these Articles, a Trustee who retires may, if willing to act, be re-appointed. If they are not re-appointed, they shall retain office until the general meeting appoints someone in their place, or if it does not do so, until the end of the meeting.
- (3) A Trustee who has served for three consecutive terms may not be reappointed for a fourth consecutive term but may be reappointed after an interval of at least one year.

## **15. Appointment of the Chair**

- (1) The Chair of Trustees shall be appointed by the Ex-officio Members from among the Trustees who are also Ex-officio Members by means of a simple majority vote.

(2) The Board shall, by majority vote at a Board meeting, appoint a Vice-Chair of the Board. The Vice-Chair must be a lay person.

(3) The term of office for the Chair and Vice-Chair shall be three years but a retiring Chair and Vice-Chair shall be eligible for re-appointment for a second term only.

(4) If a person ceases to be Chair or Vice-Chair they will not cease to be a Trustee.

#### **16. Chair's powers to act alone in situations of urgency**

(1) The Board may delegate to the Chair either a general or a specific power to exercise all of the powers of the Board in a situation which, in the reasonable opinion of the Chair acting in good faith and in the best interests of the College, requires an urgent decision about the business of the College and which without such a decision in the reasonable opinion of the Chair would be likely to:

- (a) expose the College to significant and imminent financial administrative or reputational risk; or
- (b) cause other equivalent detriment to the College and/or to another individual or organisation; or
- (c) mean that the College would miss a significant business opportunity; or
- (d) otherwise significantly hamper the effective and timely administration of College business; and

time is of the essence such that a Board meeting cannot be convened in accordance with the Articles in time to avoid the threatened risk occurring in order to safeguard the resources or reputation of the College.

(2) Where possible, the Chair shall obtain the support of at least one other Trustee before acting in pursuance of Article 16(1).

(3) When the Chair has exercised any delegated power to act on behalf of the Board the Chair must immediately record the decision made with details of the Trustee(s) who supported the decision and the reasons for it (if applicable) and this must be reported without delay to the entire Board and to the next Board meeting as an agenda item for information and minuting.

(4) The Board may withdraw the delegation to the Chair under this Article at any time by means of a resolution at a Board meeting. Withdrawal following an urgent decision shall not have the effect of revoking that decision.

#### **17. Dean's remuneration**

(1) The College shall have a Dean and the Board shall delegate the consideration of the Dean's remuneration to a committee.

(2) The terms of service and remuneration of the Dean shall be determined by the Board upon the recommendation of the relevant committee.

#### **18. Trustees' expenses**

The College may pay any reasonable expenses which the Trustees properly incur in connection with their attendance at-

- (a) board and/or committee meetings; and
- (b) general meetings, and

- (c) separate meetings in connection with the exercise of their powers and the discharge of their responsibilities in relation to the College.

#### **19. Trustees may delegate**

- (1) Subject to the Articles, the Board may delegate any of the powers which are conferred on them under the Articles-

- (a) to such person or committee;
- (b) by such means (including by power of attorney);
- (c) to such an extent;
- (d) in relation to such matters or territories; and
- (e) on such terms and conditions;

as they think fit.

- (2) If the Board so specifies, any such delegation may authorise further delegation of the Board's powers by any person to whom they are delegated.

- (3) The Board may revoke any delegation in whole or part or alter its terms and conditions.

#### **20. Committees**

- (1) Committees of the Board must follow procedures which are based as far as they are applicable on those provisions of the Articles which govern the taking of decisions by Trustees.
- (2) The Board may make rules of procedure for all or any committees which do not prevail over rules derived from the Articles if they are not consistent with them.

#### **DECISION-MAKING BY TRUSTEES**

#### **21. Trustees to take decisions collectively**

- (1) Subject to the provisions of these Articles, the Trustees may regulate their meetings as they see fit.
- (2) Unless otherwise permitted by these Articles, all decisions of the Board must be a majority decision at a meeting.

#### **22. Trustees' written resolutions**

- (1) A written resolution approved by all of the Trustees entitled to receive notice of a Board Meeting (provided they would constitute a quorum at a Board meeting) is as valid as if it had been passed at a Board meeting.
- (2) A resolution under this Article 22 may consist of several documents in similar form each approved by one or more of the Trustees.
- (3)

### **23. Calling a Board meeting**

- (1) Any two Trustees or the Secretary may call a Board meeting by giving not less than five business days' notice and the Board shall meet at least three times a year.
- (2) Notice of any Board meeting must indicate-
  - (a) its proposed date and time;
  - (b) where it is to take place; and
  - (c) if it is anticipated that Trustees participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.
- (3) Notice of a Board meeting must be given to each Trustee, in writing.

### **24 Participation in Board meetings**

- (1) Subject to the Articles, Trustees participate in a Board meeting, or part of a Board meeting, when
  - a) the meeting has been called and takes place in accordance with the articles; and
  - b) they can each communicate (whether face to face or by means of conference telephone, video conferencing, SKYPE, Facetime, text, email, FAX, or similar means) to the others any information or opinions they have on any particular item of the business of the meeting.
- (2) *In determining whether Trustees are participating in a Board meeting it is irrelevant where any Trustee is or how they communicate with each other.*
- (3) If all the Trustees participating in a meeting are not in the same place they may decide that the meeting is to be treated as taking place wherever the Chair of the meeting is located.

### **25. Quorum for Board meetings**

- (1) At a Board meeting unless a quorum is present no proposal is to be discussed or voted on, except a proposal to call another meeting.
- (2) The quorum for Board meetings may be fixed from time to time by a decision of the Trustees, but it must never be less than four Trustees who have been appointed by the Ex-officio Members.
- (3) If the total number of eligible Trustees by reference to article 22(3) for the time being is less than the quorum required, the Trustees must not take any decision other than a decision to appoint further Trustees or calling a general meeting.

### **26. Chairing of Board meetings**

- (1) The Chair shall chair all Board meetings.
- (2) If the Chair is not participating in a Board meeting within ten minutes of the time at which it is due to start or there is at any time a vacancy in the office of Chair, the Vice-Chair may act as the Chair for the purposes of the meeting.

- (3) If there is no Trustee holding the office of Chair or Vice-Chair, or if the Trustee holding it is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the Board may appoint one of their number to be Chair of the meeting.

## **27. Casting vote**

- (1) If the numbers of votes for and against a proposal are equal, the Chair or other Trustee chairing the meeting has a casting vote.
- (2) This Article 27 does not apply if, in accordance with the Articles, the Chair or other trustee chairing the meeting is not entitled to vote on the relevant proposal.

## **28 Conflicts of interest**

- (1) If a Trustee has a conflict of interest or a conflict of loyalty in a matter to be discussed at a Board or committee meeting, the Trustee concerned must:-
- (a) declare an interest before discussion begins on the matter;
  - (b) withdraw from the meeting for that item if requested to do so by a majority of Trustees;
  - (c) not be counted in the quorum for that part of the meeting; and
  - (d) withdraw during the vote if requested to do so by a majority of Trustees and have no vote on the matter.
- (2) Subject to Article 28(3), if a question arises at a Board or committee meeting as to the right of a Trustee to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question shall immediately be referred to the Chair of the meeting whose ruling in relation to any Trustee other than the Chair is to be final and conclusive.
- (3) If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the Chair, the question is to be decided by a decision of the Trustees at that meeting, for which purpose the Chair is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.
- (4) Notwithstanding Article 28.1, the College may enter into contracts in which a Trustee has an interest, where:-
- (a) the goods or services supplied to the College under the contract are required by the College; and
  - (b) the nature and level of consideration is no more than is reasonable in relation to the value of the goods or services.
- (5) For the purposes of Article 28.4(above), a Trustee has an interest in a contract if the following conditions and one of the conditions in Article 28.6 is met:-
- (a) the contract is for the supply of goods or services in return for a payment or other material benefit; and
  - (b) the contract is not for the supply of services within the scope of the ordinary duties of the Trustee.

(6) The conditions in this Article are that:-

- (a) the Trustee is a party to the contract;
- (b) a firm of which the Trustee is a partner is party to the contract; or
- (c) a trust or unincorporated association of which the Trustee is a Member or Trustee is a party to the contract.

#### **29 Records of decisions to be kept**

(1). The Trustees must ensure that the College keeps a record, in writing, for at least ten years from the date of the decision recorded, of every unanimous or majority decision taken by the Trustees.

(2) Where decisions of the Trustees are taken by electronic means such decisions shall be recorded by the Trustees in permanent form so that they may be read by the naked eye.

#### **30. Trustees' discretion to make further rules**

Subject to the Articles, the Trustees may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to Trustees including any decision about the recommendation or approval for Membership where the criteria set out in the Articles.

#### **31. Termination of Trustee's Appointment**

- (1) No person shall be qualified to be a Trustee unless they are aged 18 or over at the date of their appointment.
- (2) A Trustee shall cease to hold office if they become incapable by reason of illness or injury of managing or administering their own affairs.
- (3) A Trustee shall cease to hold office if they are absent without the permission of the Trustees from all their meetings held within a period of six months and the Trustees resolve that their office be vacated.
- (4) A person shall be disqualified from holding or continuing to hold office as a Trustee if -
  - (a) they have been declared bankrupt and/or their estate has been seized from their possession for the benefit of their creditors and the declaration or seizure has not been discharged, annulled or reduced; or
  - (b) they are the subject of a bankruptcy restrictions order or an interim order.
- (5) A person shall be disqualified from holding or continuing to hold office as a Trustee at any time when they are subject to a disqualification order or a disqualification undertaking under the Company Directors Disqualification Act 1986 or to an order made under section 429(2)(b) of the Insolvency Act 1986 (failure to pay under county court administration order).
- (6) A Trustee shall cease to hold office if they cease to be a Trustee by virtue of any provision in the Companies Act 2006 or are disqualified from acting as a trustee by virtue of section 178 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision).

- (7) A person shall be disqualified from holding or continuing to hold office as a Trustee if they have been removed from the office of charity trustee or trustee for a charity by an order made by the Charity Commission or the High Court on the grounds of any misconduct or mismanagement in the administration of the charity for which they were responsible or to which they were privy, or which they by their conduct contributed to or facilitated.
- (8) A person shall be disqualified from holding or continuing to hold office as a Trustee where they have, at any time, been convicted of any criminal offence, excluding any that have been spent under the Rehabilitation of Offenders Act 1974 as amended, and excluding any offence for which the maximum sentence is a fine or a lesser sentence except where a person has been convicted of any offence which falls under section 178 of the Charities Act 2011.
- (9) A person shall cease to hold office if they are removed by the Trustees on the ground that in their reasonable opinion the Trustee's continued trusteeship is detrimental to the interests of the College (but only after notifying the Trustee in writing and considering the matter in light of any written representations which the Trustee concerned puts forward within fourteen clear days after receiving notice).
- (10) A person shall cease to hold office in the case of any Trustee including those co-opted under Article 12 if written notification is received by the College of a resolution agreed by a majority of the Ex-officio Members of an intention to terminate that person's appointment as Trustee, or where the term of office of the Trustee has expired.

### **32. Appointment of replacement following termination of Trustee's appointment**

- (1) In the event of termination of a Trustee's appointment, a new Trustee shall be appointed following the same procedure which was undertaken in appointing the Trustee whose appointment has terminated.

## **PART 3**

### **BECOMING AND CEASING TO BE A MEMBER**

#### **33. Membership**

##### **(1) Ex-officio Members**

Subject to the Articles, the following persons shall automatically, by virtue of the office they hold, be Members of the College:

- a) The Bishop of Blackburn;
- b) The Bishop of Carlisle;
- c) The Bishop of Chester;
- d) The Bishop of Liverpool;
- e) The Bishop of Manchester; and
- f) The Bishop of Sodor & Man.

##### **(2) Diocesan Boards of Finance Members**

Subject to the Articles, the following Diocesan Boards of Finance (or in the case of Article 33(2)(f) its appointed representative) shall also be Members of the College:

- a) The Blackburn Diocesan Board of Finance Limited (charity number 247647 and company number 00225457);
- b) Carlisle Diocesan Board of Finance Limited (charity number 251977 and company number 00039625);
- c) The Chester Diocesan Board of Finance (charity number 248968 and company number 00007826);
- d) The Liverpool Diocesan Board of Finance (charity number 249740 and company number 00018301);
- e) Manchester Diocesan Board of Finance (charity number 249424 and company number 00149999); and
- f) an officer of the Diocesan Board of Finance for Sodor and Man appointed in writing to the Trustees by the said Diocesan Board of Finance.

(3) Other persons and organisations may be admitted to membership in accordance with these Articles save that no person or organisation shall be admitted as a Member unless they are the Bishop of an Anglican Diocese or a Diocesan Board of Finance in the United Kingdom.

(4) Every person or organisation who wishes to become a Member shall apply to the Trustees and the Members in such form as the Trustees require from time to time and such an application shall be accepted if it is approved by a simple majority of Trustees and unanimously by the current Members.



### **34. Termination of Membership**

- (1) Subject to all moneys presently payable by them to the College pursuant to any rules or byelaws made by the Trustees pursuant to Article 30 or otherwise having been paid, a Member may at any time terminate their Membership of the College by giving at least twelve months' notice in writing expiring on 31<sup>st</sup> August to the College provided that after such termination the number of Members remaining is not less than two.
- (2) Membership shall:
  - (a) not be transferable;
  - (b) cease if a Member:
    - i dies or (if an organisation) ceases to exist; or
    - ii ceases to hold the office of a Bishop of an Anglican Diocese set out in Article 33(1) or as admitted into membership after the date of these Articles in accordance with Article 33;
  - (c) cease if the Member is a representative of the Diocesan Board of Finance of Sodor and Man and the said Diocesan Board of Finance confirms in writing to the Trustees that another officer has been appointed in accordance with Article 33(2)(f); and
  - (d) be terminated if a simple majority of the Trustees and a simple majority of the Members resolve that it is in the best interests of the College that membership is terminated

## **ORGANISATION OF GENERAL MEETINGS**

### **35. Attendance and speaking at general meetings**

- (1) Subject to the Articles, Members participate in a general meeting, or part of a general meeting, when-
  - (a) the meeting has been called and takes place in accordance with the Articles, and
  - (b) the Members can each communicate (whether face to face or by means of conference telephone, video conferencing, SKYPE, Facetime, text, email, FAX, or similar means) to the others any information or opinions they have on any particular item of the business of the meeting.
- (2) In determining whether Members are participating in a meeting it is irrelevant where any Member is or how they communicate with each other.
- (3) If all the Members participating in a meeting are not in the same place they may decide that the meeting is to be treated as taking place wherever the Chair of the meeting is located.
- (4) The Trustees may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.

### **36. Frequency and calling of Meetings**

- (1) The Trustees may call a general meeting at any time.
- (2) If at any time there are not, within the United Kingdom, sufficient Trustees capable of acting to form a quorum, any Trustee or any two Members of the College may convene a general meeting in the same manner as near as possible as that in which meetings may be convened by the Trustees.

### **37. Notice of General Meetings**

- (1) General meetings shall be called by at least fourteen clear days' notice but may be called by shorter notice if it is so agreed by a majority in number of Members having a right to attend and vote and together representing not less than 90% of the total voting rights at that meeting.
- (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 shall also state that the Member is entitled to appoint a proxy. The notice shall be given to all the Members, to the Trustees and auditors.
- (3) 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

### **38. Quorum for general meetings**

- (1) No business other than the appointment of the Chair of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.
- (2) The quorum must consist of two Members entitled to vote upon the business to be transacted, each being a Member or a proxy for a Member save that, if and for so long as the College has only one person as a Member, one Member present in person or by proxy shall be a quorum.

### **39. Chairing General Meetings**

- (1) The Chair shall chair general meetings if present and willing to do so.
- (2) If the Chair is unwilling or unable to chair the meeting or is not present within ten minutes of the time at which the meeting was due to start then the general meeting will be chaired by:
  - (a) the Vice-Chair of Trustees if present and willing to chair the meeting; or
  - (b) another Trustee who is present and willing to chair the meeting; or
  - (c) if no Trustees are present, the meeting, must appoint a Member to chair the meeting.
- (3) The person chairing a meeting in accordance with this Article is referred to as "the Chair of the meeting".

### **40. Attendance and speaking by Trustees and non-Members**

- (1) Trustees may attend and speak at general meetings, whether or not they are Members.
- (2) The Chair of the meeting may permit other persons who are not Members to attend and speak at a general meeting.

#### **41. Adjournment**

- (1) If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the Chair of the meeting must adjourn it to such a time and place as the Trustees decide.
- (2) The Chair of the meeting may adjourn a general meeting at which a quorum is present if—
  - (a) the meeting consents to an adjournment, or
  - (b) it appears to the Chair of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.
- (3) The Chair of the meeting must adjourn a general meeting if directed to do so by the meeting.
- (4) When adjourning a general meeting, the Chair of the meeting must—
  - (a) either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the Trustees, and
  - (b) have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- (5) If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the College must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given)—
  - (a) to the same persons to whom notice of the College's general meetings is required to be given, and
  - (b) containing the same information which such notice is required to contain.
- (6) No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.
- (7) Resolutions passed at an adjourned meeting are to be treated as having been passed on the date on which they were actually passed.

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

##### **42. Voting by Members at General Meetings**

- (1) A Diocesan Board of Finance that is a member of the College may, in accordance with its usual decision-making process, authorise a person (who will usually be the relevant Diocesan Secretary) to act as its representative at any general meeting of the College and the representative is entitled to exercise the same powers on behalf of the relevant Diocesan Board of Finance as it could exercise as an individual member of the College.
- (2) Except where otherwise provided by the Companies Act or these Articles, every issue is to be decided by a majority of votes cast. A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the articles.

- (3) If there is an equality of votes, whether on a show of hands or on a poll, the person who is chairing the meeting shall have a casting vote in addition to any other vote he or she may have;
- (4) Article 42(3) above shall not apply if, in accordance with the articles, the Chair or other Trustee is not to be counted in the decision-making process for quorum or voting purposes.
- (5) No Member shall be entitled to vote at any General Meeting unless all moneys then payable by that Member to the College have been paid.
- (6) Unless a poll is duly demanded a declaration by the Chair that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
- (7) The demand for a poll may be withdrawn, subject to Article 44(3) and 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.

#### **43. Errors and disputes**

- (1) No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.
- (2) Any such objection must be referred to the Chair of the meeting whose decision is final.

#### **44. Poll votes**

- (1) A poll on a resolution may be demanded:
  - (a) in advance of the general meeting where it is to be put to the vote; or
  - (b) at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.
- (2) A poll may be demanded by:
  - (a) the Chair of the meeting;
  - (b) the Trustees;
  - (c) two or more persons having the right to vote on the resolution; or
  - (d) a person or persons representing not less than one tenth of the total voting rights of all the Members having the right to vote on the resolution.
- (3) A demand for a poll may be withdrawn if—
  - (a) the poll has not yet been taken, and
  - (b) the Chair of the meeting consents to the withdrawal.
- (4) Polls must be taken immediately and in such manner as the Chair of the meeting directs.

#### **45. Content of proxy notices**

- (1) Proxies may only validly be appointed by a notice in writing (a "proxy notice") which—

- (a) states the name and address of the Member appointing the proxy;
  - (b) identifies the person appointed to be that Member's proxy and the general meeting in relation to which that person is appointed;
  - (c) is signed by or on behalf of the Member appointing the proxy or is authenticated in such manner as the Trustees may determine; and
  - (d) is delivered to the College in accordance with the Articles and any instructions contained in the notice of the general meeting to which they relate.
- (2) The College may require proxy notices to be delivered in a particular form and may specify different forms for different purposes.
- (3) Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- (4) Unless a proxy notice indicates otherwise, it must be treated as:
- (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
  - (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

#### **46. Delivery of proxy notices**

- (1) A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the College by or on behalf of that person.
- (2) An appointment under a proxy notice may be revoked by delivering to the College a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- (3) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- (4) If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointer's behalf.

#### **47. Amendments to resolutions**

- (1) An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:
- (a) notice of the proposed amendment is given to the College in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the Chair of the meeting may determine); and
  - (b) the proposed amendment does not, in the reasonable opinion of the Chair of the meeting, materially alter the scope of the resolution.
- (2) A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:

- (a) the Chair of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed; and
  - (b) the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- (3) If the Chair of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the Chair's error does not invalidate the vote on that resolution.

## **PART 4**

### **ADMINISTRATIVE ARRANGEMENTS**

#### **48. Appointment of Secretary**

- (1) The Board may appoint a Secretary on such terms as the Board considers appropriate but if no Secretary is appointed the Board shall appoint a person to undertake the functions of the Secretary.
- (2) The Secretary may not be a Member or a Trustee of the College.

#### **49. Notices**

(1) Any notice to be given to or by any person pursuant to the Articles (other than a notice calling a meeting of the Trustees) shall be in writing or shall be given using electronic communications to an address for the time being notified for that purpose to the person giving the notice. In these Articles, "Address" in relation to electronic communications, includes a number or address used for the purposes of such communications.

(2) A notice may be given by the College to a Member either personally or by sending it by post in a prepaid envelope addressed to the Member at their registered address or by leaving it at that address or by giving it using electronic communications to an address for the time being notified to the College by the Member. A Member whose registered address is not within the United Kingdom and who gives to the College an address within the United Kingdom at which notices may be given to them, or an address to which notices may be sent using electronic communications, shall be entitled to have notices given to them at that address, but otherwise no such Member shall be entitled to receive any notice from the College.

(3) A Member present, either in person or by proxy, at any meeting of the College shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.

(4) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted or, in the case of a notice contained in an electronic communication, at the expiration of 48 hours after the time it was sent.

#### **50. Execution of documents**

(1) Unless the Board decides otherwise, documents which are executed as deeds must be executed by:

- (a) two Trustees;
- (b) one Trustee and the company secretary (where appointed);
- (c) one Trustee in the presence of a witness who attests the Trustee's signature; or
- (d) by using the College's common seal (if it has one).

- (2) Any common seal may only be used by the authority of the Trustees and the Trustees may decide by what means and in what form any common seal is to be used.
- (3) Unless otherwise decided by the Trustees, if the College has a common seal and it is affixed to a document, the document must also be signed by at least one authorised person in the presence of a witness who attests the signature.
- (4) For the purposes of this Article, an authorised person is—
  - (a) any Trustee of the College;
  - (b) the Secretary (if any); or
  - (c) any person authorised by the Trustees for the purpose of signing documents to which the common seal is applied.

#### **51. No right to inspect accounts and other records**

- (1) Except as provided by law or authorised by the Trustees or an ordinary resolution of the College, no person is entitled to inspect any of the College's accounting or other records or documents merely by virtue of being a Member.
- (2) The supervisory authority has the statutory right to inspect the College's records or documents.

#### **52. Provision for employees on cessation of business**

- (1). The Trustees may decide to make provision for the benefit of persons employed or formerly employed by the College or any of its subsidiaries (other than a Trustee or former Trustee) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the College or that subsidiary.

### **TRUSTEES' INDEMNITY AND INSURANCE**

#### **53. Indemnity**

- (1) Subject to paragraph (2), a relevant Trustee of the College or an associated company may be indemnified out of the College's assets against:
  - (a) any liability incurred by that Trustee in connection with any negligence, default, breach of duty or breach of trust in relation to the Company or an associated company;
  - (b) any liability incurred by that Trustee in connection with the activities of the College or an associated company in its capacity as a Trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006),
  - (c) any other liability incurred by that Trustee as an officer of the College or an associated company.
- (2) This Article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts, the Charities Acts, or by any other provision of law.
- (3) In this Article:



(a) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate; and

(b) a "relevant Trustee" means any Trustee or former Trustee of the College or an associated company.

#### **54. Insurance**

(1) The Trustees may decide to purchase and maintain insurance, at the expense of the College, for the benefit of any relevant Trustee in respect of any relevant loss.

(2) In this Article—

(a) a "relevant Trustee" means any Trustee or former Trustee of the College or an associated company;

(b) a "relevant loss" means any loss or liability which has been or may be incurred by a relevant Trustee in connection with that trustee's duties or powers in relation to the Trust, any associated company or any pension fund or employees' share scheme of the Trust or associated company; and

(c) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

#### **SALE OF THE WHOLE OR PART OF THE COLLEGE'S UNDERTAKINGS.**

#### **55. Approval required prior to sale**

(1). The sale of the whole or part of the College's undertakings shall require the approval of Members at a general meeting by a special resolution in favour of the sale.

#### **56. Restriction on persons to whom the College's undertakings may be sold**

(1) Only a proposal to sell or transfer the whole or part of the College's undertakings to a person or persons set out in Article 33 or to another company limited by guarantee or charity with similar objects shall be considered by Members.

#### **RULES AND DISPUTES**

#### **57. Rules**

(1) In addition to Article 30, the Trustees may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the College.

(2) The bye laws may regulate the following matters but are not restricted to them:

(a) the admission of Members (including the admission of organisations to Membership) and the rights and privileges of such Members, and the entrance fees, subscriptions and other fees or payments to be made by Members;

(b) the conduct of Members in relation to one another, and to the College's employees and volunteers;

- (c) the setting aside of the whole or any part or parts of the College's premises at any particular time or times or for any particular purpose or purposes;
  - (d) the procedure at general meetings and meetings of the Trustees in so far as such procedure is not regulated by the Companies Acts or by these Articles;
  - (e) generally, all such matters as are commonly the subject matter of the College's rules.
- (3) The College in general meeting has the power to alter, add to or repeal the rules or bye laws.
  - (4) The Trustees must adopt such means as they think sufficient to bring the rules and bye laws to the notice of the Members.
  - (5) The rules or bye laws shall be binding on all Members of the College. No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the Articles.

#### **58. Disputes**

If a dispute arises between Members about the validity or propriety of anything done by the Members 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.