

**FILE COPY**



**CERTIFICATE OF INCORPORATION  
OF A PRIVATE LIMITED COMPANY**

Company No. 6265201

The Registrar of Companies for England and Wales hereby certifies that

THE NATIONAL CHURCHES TRUST

is this day incorporated under the Companies Act 1985 as a private company and that the company is limited.

Given at Companies House, London, the 31st May 2007



\*N062652019\*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*  
— for the record —



# 12

Please complete in typescript,  
or in bold black capitals

CHFP025

## Declaration on application for registration

6265201

### Company Name in full

THE NATIONAL CHURCHES TRUST

I, HOWARD JOHN DELLAR

of KIRTLANDS COTTAGE, WESTON ROAD, BLETCHINGDON, OXON, OX5 3DH

† Please delete as appropriate

do solemnly and sincerely declare that I am a ~~Solicitor engaged in the formation of the company~~ [person named as director or secretary of the company in the statement delivered to the Registrar under section 10 of the Companies Act 1985] † and that all the requirements of the Companies Act 1985 in respect of the registration of the above company and of matters precedent and incidental to it have been complied with

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835

### Declarant's signature

*Howard Dellar*

Declared at

Winckworth, Sherwood  
35 Great Peter Street  
Westminster  
SW1P 3LR  
DX 2312 Victoria

Day Month Year

On 17 05 2007

● Please print name

before me ●

MIKE MCWEIL

Signed

*Mike McWeil*

Date

17/5/07

† A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query

Lee Bolton & Lee  
1 The Sanctuary, Westminster, London, SW1P 3JT  
Tel 020 7222 5381  
DX number 145940 DX exchange WESTMINSTER 4

When you have completed and signed the form please send it to the Registrar of Companies at  
**Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff**  
for companies registered in England and Wales  
or  
**Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB**  
for companies registered in Scotland **DX 235 Edinburgh**

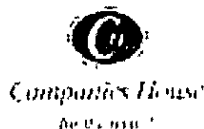
THURSDAY



LD1

\*L60ITQ0G\*  
31/05/2007  
COMPANIES HOUSE

77



Please complete in typescript,  
or in bold black capitals.

CHWP000

# 30(5)(a)

**Declaration on application for registration of a company  
exempt from the requirement to use the word "limited" or  
"cyfyngedig"**

6265201

**Company Name in full**

THE NATIONAL CHURCHES TRUST

I, HOWARD JOHN DELLAR

of KIRTLANDS COTTAGE, WESTON ROAD, BLETCHINGDON, OX5 3DH

a ~~(Solicitor engaged in the formation of the company)~~ person named as  
director or secretary of the company in the statement delivered under  
section 10 of the Companies Act 1985<sup>†</sup> do solemnly and sincerely declare  
that the company complies with the requirements of section 30(3) of the  
Companies Act 1985

<sup>†</sup> Please delete as appropriate

And I make this solemn Declaration conscientiously believing the same to  
be true and by virtue of the Statutory Declarations Act 1835

**Declarant's signature**

*Howard Dellar*

Declared at

Winckworth Sherwood  
35 Great Peter Street  
Westminster  
SW1P 3LR  
DX 2312 Victoria

Day Month Year

on

17 05 2007

① Please print name

before me ①

MIKE MCNEIL

**Signed**

*Mike McNeil*

Date

17/5/2007

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

Please give the name, address,  
telephone number and, if available,  
a DX number and Exchange of  
the person Companies House should  
contact if there is any query

LEE BOLTON & LEE, 1 THE SANCTUARY, WESTMINSTER, LONDON,

SW1P 3JT

Tel 02072225381

DX number 145940

DX exchange Westminster 4

When you have completed and signed the form please send it to the  
Registrar of Companies at

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff  
for companies registered in England and Wales

or  
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB  
for companies registered in Scotland

DX 235 Edinburgh  
or LP - 4 Edinburgh 2

THURSDAY



LD1

\*L60IVQ01\*  
31/05/2007

75

COMPANIES HOUSE



Please complete in typescript,  
or in bold black capitals

CHFP025

Notes on completion appear on final page

# 10

## First directors and secretary and intended situation of registered office

6265201

### Company Name in full

THE NATIONAL CHURCHES TRUST

### Proposed Registered Office

(PO Box numbers only, are not acceptable)

1 THE SANCTUARY

WESTMINSTER

Post town LONDON

County / Region LONDON

Postcode SW1P 3JT

If the memorandum is delivered by  
an agent for the subscriber(s) of  
the memorandum mark the box opposite  
and give the agent's name and address

1

Agent's Name

Address

Post town

County / Region

Postcode

Number of continuation sheets attached

1

You do not have to give any contact  
information in the box opposite but if you  
do, it will help Companies House to  
contact you if there is a query on the  
form. The contact information that you  
give will be visible to searchers of the  
public record

Lee Bolton & Lee

1 The Sanctuary, Westminster, London, SW1P 3JT

Tel 020 7222 5381

DX number 145940

DX exchange WESTMINSTER 4

When you have completed and signed the form please send it to the  
Registrar of Companies at

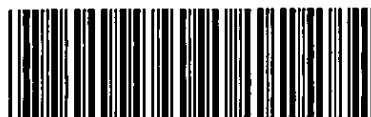
**Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff**  
for companies registered in England and Wales or

**Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB**

for companies registered in Scotland

**DX 235 Edinburgh**

THURSDAY



LD1

\*L6OISQ0F\*  
31/05/2007  
COMPANIES HOUSE

78

**Company Secretary** (see notes 1-5)

Company name THE NATIONAL CHURCHES TRUST

NAME \*Style / Title

MR

\*Honours etc

\* Voluntary details

Forename(s) PETER FREDERICK BARTON

Surname BEESLEY

Previous forename(s)

Previous surname(s)

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

Address ††

25 ROTHERWICK ROAD

Post town LONDON

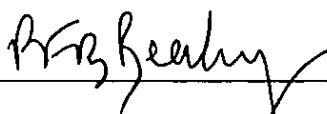
County / Region LONDON

Postcode NW11 7DG

Country UK

I consent to act as secretary of the company named on page 1

Consent signature



Date 17.05.07

**Directors** (see notes 1-5)

Please list directors in alphabetical order

NAME \*Style / Title

MR

\*Honours etc

Forename(s) PETER FREDERICK BARTON

Surname BEESLEY

Previous forename(s)

Previous surname(s)

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

Address ††

25 ROTHERWICK ROAD

Post town LONDON

County / Region LONDON

Postcode NW11 7DG

Country UK

Day Month Year

Date of birth

3

0

0

4

1

9

4

3

Nationality BRITISH

Business occupation

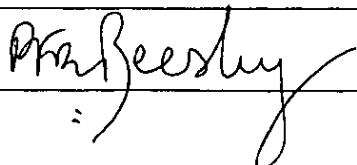
SOLICITOR

Other directorships

SEE ATTACHED

I consent to act as director of the company named on page 1

Consent signature



Date 17.05.07

**Company Secretary** (see notes 1-5)

Company name

NAME \*Style / Title

\*Honours etc

\* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ††

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

☐

Post town

County / Region

Postcode

Country

I consent to act as secretary of the company named on page 1

Consent signature

Date

**Directors** (see notes 1-5)

Please list directors in alphabetical order

NAME \*Style / Title

MR

\*Honours etc

Forename(s)

MICHAEL JAMES GWYNNE

Surname

FLETCHER

Previous forename(s)

Previous surname(s)

Address ††

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

☐

Post town

County / Region

Postcode

Country

8 THE BOW BROOK

GATHORNE STREET

LONDON

LONDON

E2 0PW

Day Month Year

Date of birth

09 07 1957

Nationality

British

Business occupation

SOLICITOR

Other directorships

LEE BOLTON &amp; LEE NOMINEES LIMITED

I consent to act as director of the company named on page 1

Consent signature

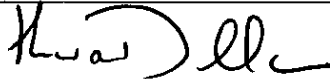
Date


17 05 07

**Directors**

(see notes 1-5)

Please list directors in alphabetical order


<b>NAME</b>	<b>*Style / Title</b>	MR		<b>*Honours etc</b>	
<b>Forename(s)</b>		HOWARD JOHN			
<b>Surname</b>		DELLAR			
<b>Previous forename(s)</b>					
<b>Previous surname(s)</b>					
<b>Address</b> ††		KIRTLANDS COTTAGE			
		WESTON ROAD			
<b>Post town</b>		BLETCHINGDON			
<b>County / Region</b>		OXON	<b>Postcode</b>	OX5 3DH	
<b>Country</b>		UK			
<b>Date of birth</b>		Day 1	Month 9	Year 1 0	<b>Nationality</b> BRITISH
<b>Business occupation</b>		SOLICITOR			
<b>Other directorships</b>		SEE ATTACHED			
I consent to act as director of the company named on page 1					
<b>Consent signature</b>				<b>Date</b>	17.05.07

**This section must be signed by***Either***an agent on behalf  
of all subscribers****Signed****Date****Or the subscribers***(i.e. those who signed  
as members on the  
memorandum of  
association).***Signed****Date**

17.05.07

**Signed****Date**

17.05.07

**Signed****Date**

17.05.07

**Signed****Date****Signed****Date****Signed****Date**

## Notes

- 1 Show for an individual the full forename(s) NOT INITIALS and surname together with any previous forename(s) or surname(s)

If the director or secretary is a corporation or Scottish firm - show the corporate or firm name on the surname line

Give previous forename(s) or surname(s) except that

- for a married woman, the name by which she was known before marriage need not be given,
- names not used since the age of 18 or for at least 20 years need not be given

A peer, or an individual known by a title, may state the title instead of or in addition to the forename(s) and surname and need not give the name by which that person was known before he or she adopted the title or succeeded to it

### Address

Give the usual residential address

In the case of a corporation or Scottish firm give the registered or principal office

### Subscribers

The form must be signed personally either by the subscriber(s) or by a person or persons authorised to sign on behalf of the subscriber(s)

- 2 Directors known by another description

- A director includes any person who occupies that position even if called by a different name, for example, governor, member of council

- 3 Directors details

- Show for each individual director the director's date of birth, business occupation and nationality  
**The date of birth must be given for every individual director.**

- 4 Other directorships

- Give the name of every company of which the person concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either **is or at all times during the past 5 years**, when the person was a director, **was**
- dormant,
- a parent company which wholly owned the company making the return,
- a wholly owned subsidiary of the company making the return, or
- another wholly owned subsidiary of the same parent company

If there is insufficient space on the form for other directorships you may use a separate sheet of paper, which should include the company's number and the full name of the director

- 5 Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors



## **PETER FREDERICK BARTON BEESLEY - SCHEDULE OF DIRECTORSHIPS**

### **Directorships**

Lee Bolton & Lee Nominees Limited

Sarum Hall School Trust Limited

Westminster Conveyancers Limited

The Arbory Trust

John Lloyd-Huck Charitable Foundation Great Britain

Bishopsland Educational Trust

The International Network for Philosophy and Psychiatry

### **Former Directorships**

Birmingham Diocesan Education Services Limited

The Cathedral School (Llandaff) Limited

Canterbury Christ Church University College

The Hazelden Charity Company (UK) Limited (Wound up and struck off Register 22 November 1994)

The Hazelden Trading Company (UK) Limited (Wound up and struck off Register 22 November 1994)

St James's School Grimsby Ltd

Sd Kfz Military Vehicle Foundation

Queen Mary's School (Baldersby) Ltd

Shared Churches (Gloucester) Limited

The RPFC

West Midland Dioceses Inspection Services Limited

World Faiths Development Dialogue

Woodard Schools (Nottinghamshire) Limited

Ellesmere College Limited

Woodard Schools Taunton Limited

Grenville College Limited

WST Enterprises Limited

Ellesmere College Enterprises Limited

Woodard Schools (Nottinghamshire) Enterprises Limited

Abbots Bromley School for Girls Limited

Smallwood Manor Preparatory School Limited

Smallwood Manor School Enterprises Limited

Abbots Bromley School Enterprises Limited

Denstone College Limited

Denstone College Enterprises Limited

Prestfelde School Limited

Prestfelde School Enterprises Limited

St Margaret's School Exeter Limited

The Campden Charities Trustee

Bridge Research & Development Ltd-17 06 05

**HOWARD JOHN DELLAR**

**SCHEDULE OF DIRECTORSHIPS**

**Current Directorships**

OREF Limited

**Former Directorships**

THE RPFC

St James's School Grimsby Ltd

Sd Kfz Military Vehicle Foundation

Denstone College Limited

The Campden Charities Trustee

Woodard Schools (Nottinghamshire) Limited

Prestfelde School Limited

Abbots Bromley School for Girls Limited

Smallwood Manor Preparatory School Limited

Ellesmere College Limited

Woodard Schools Taunton Limited

Grenville College Limited

St Margaret's School Exeter Limited

The Cathedral School (Llandaff) Limited

WST Enterprises Limited

Woodard Schools (Nottinghamshire) Enterprises Limited

Denstone College Enterprises Limited

Abbots Bromley School Enterprises Limited

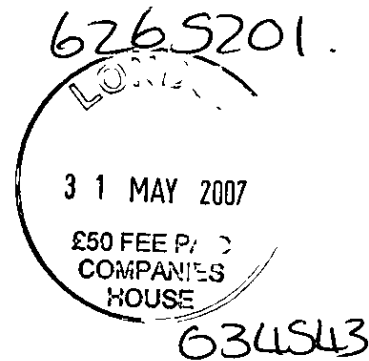
Smallwood Manor School Enterprises Limited

Prestfelde School Enterprises Limited

Ellesmere College Enterprises Limited  
Bridge Research & Development Ltd-19 06 05

Companies Acts 1985 and 1989

Company limited by guarantee



## MEMORANDUM OF ASSOCIATION OF THE NATIONAL CHURCHES TRUST

1 Name

The name of the **Charity** is **THE NATIONAL CHURCHES TRUST**.

2 Registered Office

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

3 Objects

The Charity's **Objects** are

- (a) to promote the conservation, repair, maintenance, improvement, upkeep, beautification and reconstruction of **churches** in the United Kingdom and of monuments, fittings, fixtures, stained glass, furniture, ornaments, organs, bells and chattels in such churches and of the churchyard belonging to any of such churches
- (b) to promote the building, enlargement and development of churches in the United Kingdom

4 Powers

The Charity has the following powers, which may be exercised only in promoting the Objects

- 4 1 To promote or carry out research
- 4 2 To provide advice
- 4 3 To publish or distribute information
- 4 4 To co-operate with other bodies
- 4 5 To support, administer or set up other charities
- 4 6 To raise funds (but not by means of **taxable trading**)
- 4 7 To borrow money and give security for loans (but only in accordance with the restrictions imposed by the **Charities Act**)
- 4 8 To acquire or hire property of any kind



- 4 9 To let or dispose of property of any kind (but only in accordance with the restrictions imposed by the Charities Act)
- 4 10 To make grants or loans of money and to give guarantees
- 4 11 To set aside funds for special purposes or as reserves against future expenditure
- 4 12 To deposit or invest in funds in any manner (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)
- 4 13 To delegate the management of investments to a financial expert, but only on terms that
- (1) the investment policy is set down **in writing** for the financial expert by the Trustees,
  - (2) every transaction is reported promptly to the Trustees,
  - (3) the performance of the investments is reviewed regularly with the Trustees,
  - (4) the Trustees are entitled to cancel the delegation arrangement at any time,
  - (5) the investment policy and the delegation arrangement are reviewed at least once a **year**,
  - (6) 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
  - (7) the financial expert must not do anything outside the powers of the Trustees
- 4 14 To arrange for investments or other property of the Charity 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
- 4 15 To deposit documents and physical assets with any company registered or having a place of business in England and Wales as **custodian**, and to pay any reasonable fee required
- 4 16 To insure the property of the Charity against any foreseeable risk and take out other insurance policies to protect the Charity when required
- 4 17 To pay for **indemnity insurance** for the Trustees

- 4 18 Subject to clause 5, to employ paid or unpaid agents, staff or advisers
- 4 19 To enter into contracts to provide services to or on behalf of other bodies
- 4 20 To establish or acquire subsidiary companies to assist or act as agents for the Charity
- 4 21 To pay the costs of forming the Charity
- 4 22 To do anything else within the law which promotes or helps to promote the Objects

## 5 Benefits to Members and Trustees

- 5 1 The property and funds of the Charity must be used only for promoting the Objects and do not belong to the **members** but
  - (1) members who are not Trustees may be employed by or enter into contracts with the Charity and receive reasonable payment for goods or services supplied,
  - (2) members (including Trustees) may be paid interest at a reasonable rate on money lent to the Charity,
  - (3) members (including Trustees) may be paid a reasonable rent or hiring fee for property or equipment let or hired to the Charity, and
  - (4) individual members (including Trustees) who are also **beneficiaries** may receive charitable benefits in that capacity
- 5 2 A Trustee must not receive any payment of money or other **material benefit** (whether directly or indirectly) from the Charity except
  - (1) as mentioned in clauses 4 17 (indemnity insurance), 5 1(2) (interest), 5 1(3) (rent), 5 1(4) (charitable benefits) or 5 3 (contractual payments),
  - (2) reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in the administration of the Charity,
  - (3) an indemnity in respect of any liabilities properly incurred in running the Charity (including the costs of a successful defence to criminal proceedings),
  - (4) payment to any company in which a Trustee has no more than a 1 per cent shareholding, and
  - (5) in exceptional cases, other payments or benefits (but only with the **written approval of the Commission** in advance)

5 3 A Trustee may not be an employee of the Charity, but a Trustee or a **connected person** may enter into a contract with the Charity to supply goods or services in return for a payment or other material benefit if

- (1) the goods or services are actually required by the Charity,
- (2) the nature and level of the benefit is no more than reasonable in relation to the value of the goods or services and is set at a meeting of the Trustees in accordance with the procedure in clause 5 4, and
- (3) no more than one half of the Trustees are interested in such a contract in any **financial year**

5 4 Whenever a Trustee has a personal interest in a matter to be discussed at a meeting of the Trustees or a committee, he or she must

- (1) declare an interest before the meeting or at the meeting before discussion begins on the matter,
- (2) be absent from the meeting for that item unless expressly invited to remain in order to provide information,
- (3) not be counted in the quorum for that part of the meeting, and
- (4) be absent during the vote and have no vote on the matter

5 5 This clause may not be amended without the written consent of the Commission in advance

## 6 Limited Liability

The liability of members is limited

## 7 Guarantee

Every member promises, if the Charity is dissolved while he, she or it remains a member or within 12 months afterwards, to pay up to £10 towards the costs of dissolution and the liabilities incurred by the Charity while he or she was a member

## 8 Dissolution

8 1 If the Charity is dissolved, the assets (if any) remaining after provision has been made for all its liabilities must be applied in one or more of the following ways

- (1) by transfer to one or more other bodies established for exclusively charitable purposes within, the same as or similar to the Objects,
- (2) directly for the Objects or for charitable purposes which are within or similar to the Objects,



- (3) in such other manner consistent with charitable status as the Commission approve in writing in advance

8 2 A final report and statement of account must be sent to the Commission

9 Interpretation

9 1 Words and expressions defined in the **Articles** have the same meanings in the **Memorandum.**

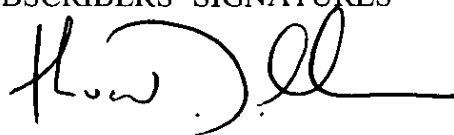
9 2 References to an Act of Parliament are references to that Act as amended or re-enacted from time to time and to any subordinate legislation made under it

We wish to be formed into a company under this Memorandum of Association

NAMES & ADDRESSES OF SUBSCRIBERS

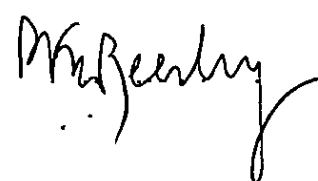
SUBSCRIBERS' SIGNATURES

Name HOWARD JOHN DELLAR



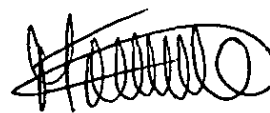
Address Kirtlands Cottage  
Weston Road  
Bletchington  
Oxfordshire  
OX5 3DH

Name PETER FREDERICK BARTON BEESLEY



Address 25 Rotherwick Road  
London  
NW11 7DG

Name MICHAEL JAMES GWYNNE FLETCHER



Address 8 The Bow Brook  
Gathorne Street  
Roman Road  
London  
E2 0PW

Dated 17 May 2007

Witness to the above signatures

Name Karen Colborne

Address Ridgeway Stables  
Pear Tree Lane, Shore,  
Kent DA12 3JY

Occupation Secretary/PA

Signature 

## ARTICLES OF ASSOCIATION OF THE NATIONAL CHURCHES TRUST

### 1 Membership

- 1 1 The Charity must maintain a register of **members**
- 1 2 **Membership** of the Charity is open to any individual or organisation interested in promoting the **Objects** who
- (1) applies to the Charity in the form required by the **Trustees**,
  - (2) is approved by the Trustees, and
  - (3) signs the register of members or consents **in writing** to become a member either personally or (in the case of an organisation) through an **authorised representative**
- 1 3 The Trustees may establish different classes of membership (including **informal membership**), prescribe their respective privileges and duties and set the amounts of any subscriptions
- 1 4 Membership is terminated if the member concerned
- (1) gives **written** notice of resignation to the Charity,
  - (2) dies or (in the case of an organisation) ceases to exist,
  - (3) is more than six **months** in arrear in paying the relevant subscription, if any (but in such a case the member may be reinstated on payment of the amount due), or
  - (4) is removed from membership by resolution of the Trustees on the ground that in their reasonable opinion the member's continued membership is harmful to the Charity. The Trustees may only pass such a resolution after notifying the member in writing and considering the matter in the light of any written representations which the member concerned puts forward within 14 **clear days** after receiving notice
- 1 5 Membership of the Charity is not transferable

### 2 General Meetings

- 2 1 Members are entitled to attend general meetings either personally or (in the case of a member organisation) by an authorised representative or by proxy. Proxy forms must be delivered to the **Secretary** at least 24 hours before the

meeting General meetings are called on at least 21 clear days' written notice specifying the business to be discussed

- 2 2 There is a quorum at a general meeting if the number of members or authorised representatives present in person or by proxy is at least five
- 2 3 The **Chairman** or (if the Chairman is unable or unwilling to do so) some other member elected by those present presides at a general meeting
- 2 4 Except where otherwise provided by the **Articles** or the **Companies Act**, every issue is decided by a majority of the votes cast
- 2 5 Except for the chairman of the meeting, who has a casting vote, every member present in person or through an authorised representative or by proxy has one vote on each issue
- 2 6 A written resolution signed by all those entitled to vote at a general meeting is as valid as a resolution actually passed at a general meeting For this purpose the written resolution may be set out in more than one document and will be treated as passed on the date of the last signature
- 2 7 Except at first, The Charity must hold an **AGM** in every year The first AGM must be held within 18 months after the Charity's incorporation
- 2 8 At an AGM the members
- (1) receive the accounts of the Charity for the previous **financial year**,
  - (2) receive the Trustees' report on the Charity's activities since the previous AGM,
  - (3) accept the retirement of those Trustees who wish to retire or who are retiring by rotation,
  - (4) appoint auditors for the Charity,
  - (5) may confer on any individual (with his or her consent) the honorary title of Patron, Vice-Patron, President or Vice-President of the Charity, and
  - (6) may discuss and determine any issues of policy or deal with any other business put before them by the Trustees
- 2 9 Any general meeting which is not an AGM is an **EGM**
- 2 10 An EGM may be called at any time by the Trustees and must be called within 28 clear days on a written request from at least five members

### 3 The Trustees

- 3 1 The Trustees as **charity trustees** have control of the Charity and its property and funds
- 3 2 The Trustees when complete consist of at least three and not more than twelve individuals, all of whom must be members aged under 70 years at the date of first appointment subject to Article 3 3
- 3 3 The subscribers to the **Memorandum** are the first Trustees who shall resign upon receiving notice from the trustees of the Historic Churches Preservation Trust of their wish to be the trustees of the Charity The Trustees of the Charity will then be the trustees of the Historic Churches Preservation Trust Service as a trustee of the Historic Churches Preservation Trust shall count as part of service for the purposes of these Articles and the date of his or her first appointment shall be construed accordingly
- 3 4 Subject to Article 3 3 above, Trustees shall be appointed or re-appointed by the Archbishops of Canterbury and York for the time being and their term in office shall commence from the Charity's next AGM
- 3 5 Every Trustee after appointment or reappointment must sign a declaration of willingness to act as a charity trustee of the Charity before he or she may vote at any meeting of the Trustees
- 3 6 A Trustee who reaches the age of 70 years shall retire at the next AGM but shall be eligible for annual re-appointment
- 3 7 A Trustee who has completed ten years in office shall retire at the next AGM and shall not be eligible for re-appointment
- 3 8 One fifth (or the number nearest one fifth) of the Trustees who are eligible for re-appointment, excluding those having reached the age of 70 years or more, must retire at each AGM, those longest in office retiring first and the choice between any of equal service being made by drawing lots
- 3 9 A Trustee's term of office automatically terminates if he or she
- (1) is disqualified under the Charities Act from acting as a charity trustee,
  - (2) is incapable, whether mentally or physically, of managing his or her own affairs,
  - (3) is absent without notice from four consecutive meetings of the Trustees and is asked by a majority of the other Trustees to resign,
  - (4) ceases to be a member (but such a person may be reinstated by resolution passed by all the other Trustees on resuming membership of the Charity before the next AGM),
  - (5) resigns by written notice to the Trustees (but only if at least two Trustees will remain in office),

- (6) is removed by resolution of the members present and voting at a general meeting after the meeting has invited the views of the Trustee concerned and considered the matter in the light of any such views

3 10 The Trustees may at any time co-opt any individual who is qualified to be appointed as a Trustee to fill a vacancy in their number or as an additional Trustee, but a co-opted Trustee holds office only until the next AGM and such appointment is subject to the approval of the Archbishops of Canterbury and York

3 11 A technical defect in the appointment of a Trustee of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting

#### 4 Trustees' proceedings

4 1 The Trustees must hold at least three meetings each year

4 2 A quorum at a meeting of the Trustees is four Trustees

4 3 A meeting of the Trustees may be held either in person or by suitable electronic means agreed by the Trustees in which all participants may communicate with all the other participants

4 4 The Chairman or (if the Chairman is unable or unwilling to do so) some other Trustee chosen by the Trustees present presides at each meeting

4 5 Every issue may be determined by a simple majority of the votes cast at a meeting, but a written resolution signed by all the Trustees is as valid as a resolution passed at a meeting. For this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature

4 6 Except for the chairman of the meeting, who has a casting vote, every Trustee has one vote on each issue

4 7 A procedural defect of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting

#### 5 Trustees' powers

The Trustees have the following powers in the administration of the Charity

5 1 To appoint (and remove) any member (who may be a Trustee) to act as Secretary in accordance with the Companies Act

5 2 To appoint a Chairman, Treasurer and other honorary officers from among their number

- 5 3 To delegate any of their functions to committees consisting of two or more individuals appointed by them. At least two members of every committee must be Trustees and all proceedings of committees must be reported promptly to the Trustees
- 5 4 To make standing orders consistent with the Memorandum, the Articles and the Companies Act to govern proceedings at general meetings and to prescribe a form of proxy
- 5 5 To make rules consistent with the Memorandum, the Articles and the Companies Act to govern their proceedings and proceedings of committees
- 5 6 To make regulations consistent with the Memorandum, the Articles and the Companies Act to govern the administration of the Charity and the use of its seal (if any)
- 5 7 To establish procedures to assist the resolution of disputes or differences within the Charity
- 5 8 To exercise any powers of the Charity which are not reserved to a general meeting

## 6 Records and Accounts

- 6 1 The Trustees must comply with the requirements of the Companies Act and of the Charities Act as to keeping financial records, the audit of accounts and the preparation and transmission to the Registrar of Companies and the **Commission of**
  - (1) annual returns,
  - (2) annual reports, and
  - (3) annual statements of account
- 6 2 The Trustees must keep proper records of
  - (1) all proceedings at general meetings,
  - (2) all proceedings at meetings of the Trustees,
  - (3) all reports of committees, and
  - (4) all professional advice obtained
- 6 3 Accounting records relating to the Charity must be made available for inspection by any Trustee at any time during normal office hours and may be made available for inspection by members who are not Trustees if the Trustees so decide

- 6 4 A copy of the Charity's latest available statement of account must be supplied on request to any Trustee or member. A copy must also be supplied, within two months, to any other person who makes a written request and pays the Charity's reasonable costs

## 7 Notices

- 7 1 Notices under the Articles may be sent by hand, by post or by suitable electronic means or (where applicable to members generally) may be published in any suitable journal or national newspaper circulating in area of benefit or any journal distributed by the Charity
- 7 2 The only address at which a member is entitled to receive notices sent by post is an address in the U K shown in the register of members
- 7 3 Any notice given in accordance with these Articles is to be treated for all purposes as having been received
- (1) 24 hours after being sent by electronic means or delivered by hand to the relevant address,
  - (2) two clear days after being sent by first class post to that address,
  - (3) three clear days after being sent by second class or overseas post to that address,
  - (4) on the date of publication of a newspaper containing the notice,
  - (5) on being handed to the member (or, in the case of a member organisation, its authorised representative) personally, or, if earlier,
  - (6) as soon as the member acknowledges actual receipt
- 7 4 A technical defect in the giving of notice of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting

## 8 Dissolution

The provisions of the Memorandum relating to dissolution of the Charity take effect as though repeated here

## 9 Interpretation

In the Memorandum and in the Articles, unless the context indicates another meaning

‘AGM’ means an annual general meeting of the Charity,

‘area of benefit’ means the United Kingdom of Great Britain and Northern Ireland and includes the Isle of Man and the Channel Islands,



‘the Articles’ means the Charity’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 Charity and whose name is given to the Secretary,

‘Chairman’ means the chairman of the Trustees,

‘the Charity’ means the company governed by the Articles,

‘the Charities Act’ means the Charities Act 1993;

‘charity trustee’ has the meaning prescribed by section 97(1) of the Charities Act;

‘church’ means any place of worship used for public worship for the time being whether belonging to or used by the Church of England or any other Christian body

‘clear day’ means 24 hours from midnight following the relevant event,

‘the Commission’ means the Charity Commissioners for England and Wales,

‘the Companies Act’ means the Companies Act 1985,

‘connected person’ means any spouse, partner, parent, child, brother, sister, grandparent or grandchild of a Trustee, any **firm** of which a Trustee is a member or employee, and any company of which a Trustee is a director, employee or shareholder having a beneficial interest in more than 1 per cent of the share capital,

‘custodian’ means a person or body who undertakes safe custody of assets or of documents or records relating to them,

‘EGM’ means an extraordinary general meeting of the Charity,

‘financial expert’ means an individual, company or firm who is authorised to give investment advice under the Financial Services and Markets Act 2000,

‘financial year’ means the Charity’s financial year,

‘firm’ includes a limited liability partnership,

‘indemnity insurance’ means insurance against personal liability incurred by any Trustee for an act or omission which is or is alleged to be a breach of trust or breach of duty, unless the Trustee concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty,

‘informal membership’ refers to a supporter who may be called a ‘member’ but is not a company member of the Charity

‘material benefit’ means a benefit which may not be financial but has a monetary value,

‘member’ and ‘membership’ refer to company membership of the Charity,

‘Memorandum’ means the Charity’s Memorandum of Association,

‘month’ means calendar month,

‘nominee company’ means a corporate body registered or having an established place of business in England and Wales,

‘the Objects’ means the Objects of the Charity as defined in clause 3 of the Memorandum,

‘Secretary’ means the company secretary of the Charity,

‘taxable trading’ means carrying on a trade or business for the principal purpose of raising funds and not for the purpose of actually carrying out the Objects, the profits of which are subject to corporation tax,

‘Trustee’ means a director of the Charity and ‘Trustees’ means the directors

‘written’ or ‘in writing’ refers to a legible document on paper including a fax message,

‘year’ means calendar year

9 2 Expressions defined in the Companies Act have the same meaning

9 3 References to an Act of Parliament are to that Act as amended or re-enacted from time to time and to any subordinate legislation made under it

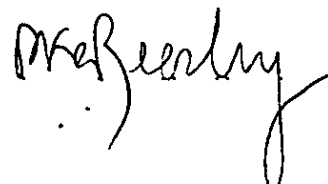
NAMES & ADDRESSES OF SUBSCRIBERS      SUBSCRIBERS' SIGNATURES

Name                      HOWARD JOHN DELLAR



Address                  Kirtlands Cottage  
Weston Road  
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OX5 3DH

Name                      PETER FREDERICK BARTON BEESLEY



Address                  25 Rotherwick Road  
London  
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Name                      MICHAEL JAMES GWYNNE FLETCHER



Address                  8 The Bow Brook  
Gathorne Street  
Roman Road  
London  
E2 0PW

Dated

17 May 2007

Witness to the above signatures

Name

Karen Osborne

Address

R. Digway Stables

Pear Tree Lane, Sharn

Kent DA12 3JY

Occupation

Secretary/PA

Signature

