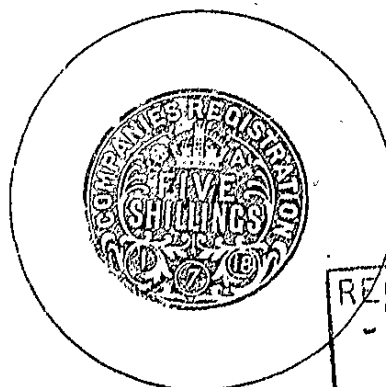
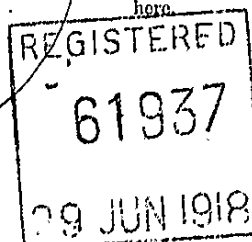


COMPANIES ACTS, 1908 & 1913.



A 5/-
Companies
Registration
Fee Stamp
to be
impressed
here.



DECLARATION of Compliance with the requisitions of the Companies

Act, made pursuant to S. 17 (2) of the Companies (Consolidation)

Act, 1908 (8 Edw. 7 Ch. 69) on behalf of a Company proposed to be

registered as The London Diocesan

Fund.

Limited.

PUBLISHED AND SOLD BY

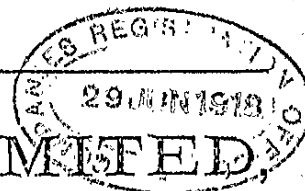
WATERLOW & SONS LIMITED,

LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,

LONDON WALL, LONDON.

Presented for filing by

Wadsworth and Ralston,
7 Devonshire Square,
E.C.2.



I Robert Chancellor Nesbitt
of No 7 Devonshire Square in
the City of London

(c) Here insert:
"A Solicitor of the
"High Court engaged
"in the formation,"
or
"A director [or
"Secretary] named in
"the Articles of
"Association."

Do solemnly and sincerely declare that I am ^(a) a Solicitor
of the High Court engaged
in the formation

of The London Diocesan Fund,

Here

~~Limited~~ and That all the requisitions of the Companies (Consolidation)
Act, 1908, in respect of matters precedent to the registration of the said
Company and incidental thereto have been complied with. And I make
this solemn Declaration conscientiously believing the same to be true and
by virtue of the provisions of the "Statutory Declarations Act, 1835."

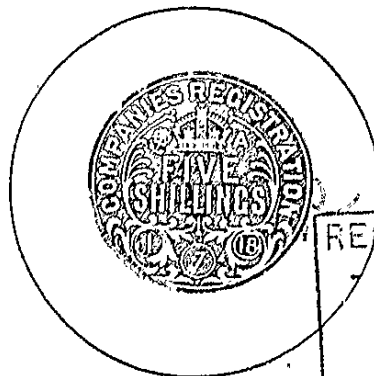
Declared at 3 Devonshire
Square in the City
of London
the 25th day of June
one thousand nine hundred and eighteen

Before me,

H. Wilson Webb

Robt. C. Nesbitt

COMPANIES ACTS, 1908 AND 1913.



A 5/-
Companies'
Registration
Fee Stamp
to be
affixed
here.

REGISTERED

61939

29 JUN 1918

Members of the Council of
CONSENT to act as Director of The London

Diocesan Fund,

Limited

to be signed and filed pursuant to S. 72 (1) (i) of the Companies

(Consolidation) Act, 1908 (8 Edw. 7 Ch. 69).

PUBLISHED AND SOLD BY

WATERLOW & SONS LIMITED,

LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,

LONDON WALL, LONDON.

Presented for filing by

Wadson and Ralston,
7 Devonshire Square,

E.C.2.

To the Registrar of Joint Stock Companies:—

to insert:
or "We."
to insert:
or "Our."

(a) *We*, the undersigned, hereby testify (b) *Our* consent to

Members *of the London Diocesan Fund,*
act as ~~Director~~ of *The London Diocesan Fund,*

Limited,

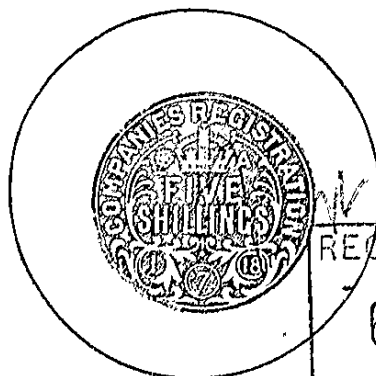
pursuant to S. 72 (1) (i) of the Companies (Consolidation) Act, 1908.

If a Director signs
as agent authorised
"writing," the
copy must be pro-
and a copy filed.

*Signature.	Address.	Description.
<i>A. J. Ingham</i>	Fulham Palace, London, S. W.	Lord Bishop of London.
<i>W. W. Willemsen</i>	14 Frognaal Gardens, Hampstead, N. W. 3.	Lord Bishop Suffragan of Willemsen.
<i>Henry E. J. Brown</i>	The Rectory, Chelsea, London, S. W.	Clerk in Holy Orders, Archdeacon of Middlesex.
<i>J. N. Thichener</i>	15 Grosvenor Street, London, W. 1.	Clerk in Holy Orders, Rector of St. George's, Hanover Square, Royal Dean of Westminster and Prebendary of St. Paul's.
<i>E. Grosvenor</i>	The Vicarage, Paddington, W.	Clerk in Holy Orders, Vicar of Paddington and Prebendary of St. Paul's.
<i>Francis Leith Boyd</i>	St. Paul's Vicarage, Wilton Place, London, S. W. 1.	Clerk in Holy Orders, Vicar of St. Paul's, Knightsbridge and Prebendary of St. Paul's.
<i>John E. Paul</i>	Royal Courts of Justice, and 45 Eaton Square, London, S. W.	One of His Majesty's Judges of the High Court of Justice.
<i>Evelyn Hubbard</i>	17 St. Helen's Place, London, E. C. 3., and 32 Draycott Place, London, S. W.	Chairman of the Guardian Insurance Co.
<i>J. R. Randolph</i>	2 Harcourt Buildings, Temple, London, E. C. 4.	King's Counsel.

Dated this *28th* day of *June* 191*8*

17
THE COMPANIES ACTS, 1908 & 1913.



A 5/-
Companies'
Registration
Fee Stamp
to be
impressed
here.

REGISTERED
61940
29 JUN 1918

List of the Persons who have consented to be ~~Directors~~ ^{Members} of ~~(the)~~ ^{the} ~~Company~~ ^{Company}

The London Diocesan Fund,

Limited,

to be delivered to the Registrar pursuant to s. 72 (2) of the
Companies (Consolidation) Act, 1908 (8 Edw. 7 c. 69).

PUBLISHED AND SOLD BY

WATERLOW & SONS LIMITED,
LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,
LONDON WALL, LONDON.

Presented for filing by

Wadeson and Ralston,
7 Devonshire Square,

E.C.2.

29 JUN 1918

To the Registrar of Joint Stock Companies:—

insert "I" or

(a) We, the undersigned, hereby give you notice, pursuant to s. 72 (2) of the Companies (Consolidation) Act, 1908, that the following persons have consented to be ~~Directors~~ ^{Members of the Council} of The London

Diocesan Fund,

Limited,

Name.	Address.	Description.
The Right Reverend The Right Hon. Arthur Foley Winnington Ingram, D.D.	Fulham Palace, London. S.W.	Lord Bishop of London.
The Right Reverend William Willcox Terrin, D.D.	14 Frogna Gardens, Hampstead. N.W.3.	Lord Bishop Suffragan of Willesden.
The Venerable Henry Edward James Bevan.	The Rectory, Chelsea, London. S.W.	Clerk in Holy Orders, Archdeacon of Middlesex.
The Reverend Francis Norman Thicknesse.	15 Grosvenor Street, London. W.1.	Clerk in Holy Orders, Rector of St. George's, Hanover Square, Rural Dean of Westminster, and Rector of St. Paul's.
The Reverend Edward Grose Hodge.	The Vicarage, Paddington. W.	Clerk in Holy Orders, Vicar of Paddington, and Rector of St. Paul's.
The Reverend Francis Leith Boyd, M.A.	St. Paul's Vicarage, Wilton Place, London. S.W.1.	Clerk in Holy Orders, Vicar of St. Paul's, Knightsbridge, and Rector of St. Paul's.
The Hon. Sir John Eldon Bankes.	Royal Courts of Justice, and 4-5 Eaton Square, London. S.W.	One of His Majesty's Judges of the High Court of Justice.
The Hon. Evelyn Hubbard.	17 St. Helen's Place, London, E.C.3., and 32 Draycott Place, London. S.W.	Chairman of the Guardian Insurance Co.
Joseph Randolph Randolph.	2 Harcourt Buildings, Temple, London. E.C.4.	Kings Counsel.

Signature, Address and
Description of Applicant
for Registration.

Wadsworth and Mallett,
7 Devonshire Square,
E.C.2.

Dated this 28th day of June 1918.

The Companies Acts 1908 to 1917.

Memorandum
AND
Articles of Association
OF
The London Diocesan Fund

Incorporated the day of 1918.

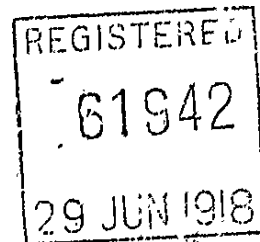
WADESON & MALLESON,
7 DEVONSHIRE SQUARE,
BISHOPSGATE, E.C. 2.

The Companies Acts 1908 to 1917.

Memorandum
AND
Articles of Association
OF
The London Diocesan Fund

Incorporated the day of 1918.

WADESON & MALLESON,
7 DEVONSHIRE SQUARE,
BISHOPSGATE, E.C. 2.



The Companies Acts 1908 to 1917.

150856

Memorandum of Association

OF

THE LONDON DIOCESAN FUND.

1. The name of the Association is "THE LONDON DIOCESAN FUND".

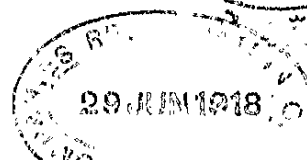
2. The registered office of The London Diocesan Fund will be situate in England.

3. The objects for which The London Diocesan Fund is established are—

(A) To promote and assist the work and objects of the Church of England in the Diocese of London, whatever for the time being shall be the area of the Diocese called "the Diocese of London," and in particular to organize and provide funds for the following departments of the Church's work, viz.—

(1) Maintenance of the Clergy generally, including Bishops Suffragan, Incumbents, Assistant Curates and Clergy to labour in the Diocese generally under the Bishop's control, or to be confined in their operations to particular parishes.

7722



- (2) Erection and repair and endowment of Churches, Church Buildings, Schools, Mission Buildings, and Residences for Incumbents.
 - (3) Training of candidates for the Ministry, Clerical and Lay.
 - (4) Provision of Scripture Readers, Mission Women, and other Lay Agents.
 - (5) Provision of Pensions for the Clergy, and Lay Agents.
 - (6) Provisions for widows, orphans and dependents of the Clergy, and for necessitous Clergy.
 - (7) Assistance towards endowment whether for Incumbencies or Curacies.
 - (8) Religious education of the young.
 - (9) Provision of expenses of Diocesan and central organization.
 - (10) Provision for Residences for Curates and Lay Agents, Institutes, Halls, Social Clubs, Refuges and Homes, and the repair and endowment of the same. .
 - (11) Such other objects, if any, as it may from time to time be found desirable to promote for strengthening the work of the Church.
- (B) To enter into agreements with associations in connection with the Church of England carrying out in the Diocese of London or elsewhere any objects similar to any of the objects of The London Diocesan Fund, and to delegate any of its powers as may from time to time be provided by the Articles of Association.
- (C) To enter into any arrangements with the diocesan bodies or societies known as the Bishop of London's Fund and the London Diocesan Board of Finance, or either of them, or any other body having power to administer or apply any funds within the Diocese of London, or any part thereof (whether as part of a larger area or not), for any of the purposes for which The London Diocesan Fund has power to administer

or apply funds, with reference to any of the funds or property held by them respectively, or any of their powers, duties, or trusts, and in particular to take over, carry on or continue and accept the delegation of any of the powers, duties, or trusts of any of the bodies or societies aforesaid, but so that the same be taken over carried on or continued as part of the work or objects of the Church of England.

- (D) To raise, expend, invest and accumulate funds and income for the purposes aforesaid, and from time to time to determine, or assist in determining, the proportions in which such funds ought to be contributed in the several Rural Deaneries of the Diocese, and in the several parishes of each Rural Deanery.
- (E) To make grants or donations or annual payments to any association or body having any objects in connection with the Church of England similar to any of those of The London Diocesan Fund and carrying on work whether in the Diocese of London or elsewhere.
- (F) To pay officers, clerks and servants of The London Diocesan Fund, to make payments for insurance on their behalf, and to make provision for any person, or the widow or dependents of any person who has been in the employment of The London Diocesan Fund.
- (G) To raise and borrow money at interest for the purposes of The London Diocesan Fund on such terms and on such security (if any) as may be determined, and in particular by the issue of debentures or debenture stock, redeemable or otherwise, and to act as guarantors in respect of the raising of money for the advancement of any of the objects of the London Diocesan Fund.
- (H) To promote or oppose, or join in promoting or opposing legislative and other measures affecting or likely to affect any of the objects or work of The London Diocesan Fund, or any body of persons, the aid or benefit of which is within the objects of that Fund.

- (I) To acquire and sell and dispose of houses and land of any tenure (subject to the provisions of Section 19 of the Companies (Consolidation) Act 1908) either in the name of The London Diocesan Fund or in the name or names of a Trustee or Trustees for the Fund.
- (J) To take over or co-operate with any organisation, other than those hereinbefore mentioned or referred to, carrying on any work connected with the Church of England.
- (K) To act as the executors of any deceased person and to accept property of any kind and in any form, whether real or personal, to be held by The London Diocesan Fund, either alone or jointly with another or others, upon any trusts, whether already existing or newly created, connected with the Church of England and its work.
- (L) To apply, if The London Diocesan Fund shall by Special Resolution so decide, for a Royal Charter incorporating an association having objects similar to those of the present London Diocesan Fund, and upon such incorporation to transfer and commit the property, work and objects of the present Fund to the body incorporated by such Royal Charter.
- (M) To do all such other lawful things as are incidental or conducive to the attainment of the above objects.

Provided that, if the present area of the Diocese of London shall be altered, The London Diocesan Fund shall have power to apportion its funds, and to appropriate different parts thereof toward the work or objects of the Church of England in the several parts of the area now constituting the Diocese of London. Provided also that The London Diocesan Fund shall not support with its funds any object or endeavour to impose on or procure to be observed by its members or others any regulation, restriction or condition which, if an object of The London Diocesan Fund, would make it a Trade Union; Provided also that in case The London Diocesan Fund shall take or hold any property subject to the jurisdiction of the Board of Education or Charity Commissioners for England and Wales, The London Diocesan Fund shall not sell,

mortgage, charge on lease the same without such authority, approval or consent as may be required by law; and as regards any such property the members, managers or Trustees of The London Diocesan Fund shall be chargeable for such property as may come into their hands, and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such members or Trustees have been if no incorporation had been effected, and the incorporation of The London Diocesan Fund shall not diminish or impair any control or authority exercisable by the Chancery Division, the Board of Education or the Charity Commissioners over such members, managers or Trustees, but they shall as regards any such property be subject jointly and separately to such control and authority as if The London Diocesan Fund were not incorporated. In case The London Diocesan Fund shall take or hold any property which may be subject to any trusts, they shall only deal with the same in such manner as allowed by law having regard to such trusts.

4. The income and property of The London Diocesan Fund, whencesoever derived, after payment thereof of the costs, charges and expenses of and incidental to the formation and incorporation of the London Diocesan Fund, shall be applied solely towards the promotion of the objects of the Fund as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the members of the Fund or any of them: Provided that (subject as hereinafter mentioned) nothing herein contained shall prevent the payment in good faith (A) to clerical members of the Fund of grants and pensions, such grants and pensions being in accordance with the objects of the Fund as set forth in this Memorandum of Association, or (B) to any member of the Fund who shall hold any office under, or be employed by the Fund, of reasonable and proper remuneration in return for any services actually rendered by him, but so that (a) unless and until a Committee of Management or Governing Body of the Fund shall be set up for the management and control of the affairs of the Fund, the members for the time being in receipt of any such grant or pension or holding any office or employment in respect of which they are remunerated shall never exceed one-fifth of the total number of the members of the Fund (b) after any such Committee of Management or Governing Body of the

Fund shall have been set up, not more than one-fifth of the members thereof shall be entitled to any such grant, pension or remuneration (c) no clerical member of any Committee for the time being charged with the duty of making or recommending such grants or pensions as aforesaid shall be entitled to receive any such grant or pension, and (d) no member to whom any such grant, pension or remuneration shall be made or paid shall in any circumstances vote or be present at any meeting of the members of the Fund, or of any Council of Management or Governing Body of the Fund which may be set up, or of any Committee at which the question of making, paying or recommending any such grant, pension or remuneration as aforesaid shall come up for discussion, consideration or decision; and nothing herein contained shall prevent (1) the payment of interest at a rate not exceeding £5 per cent. per annum on money lent, or reasonable and proper rent for premises demised or let by any member to the Fund, or (2) the repayment of out-of-pocket expenses, including such reasonable travelling expenses incurred in attending meetings of or on behalf of the Fund, or of any Council of Management or Body which may be set up by the Fund, or of any Committee or Committees thereof, or otherwise in connection with the business of the Fund as may be determined, or (3) any payment to any railway, gas, electric lighting, water, cable or telephone company, of which a member of the Fund may be a member, or to any other company in which such member shall not hold more than one hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of such payment.

5. No addition, alteration or amendment shall be made to or in the regulations contained in the Articles of Association for the time being in force, unless the same shall have been previously submitted to and approved by the Board of Trade.

6. The fourth and fifth paragraphs of this Memorandum contain conditions on which a licence is granted by the Board of Trade to the Fund in pursuance of Section 20 of the Companies (Consolidation) Act 1908.

7. The liability of the members is limited.

8. Every member of the Fund undertakes to contribute to the assets of the Fund in the event of the same being wound

up during the time that he is a member, or within one year afterwards, for payment of the debts and liabilities of the Fund contracted before the time at which he ceased to be a member, and of the costs, charges and expenses of winding up the same, and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required not exceeding £1.

9. If upon the winding up or dissolution of the Fund there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members of the Fund, but if and so far as effect can be given to the next provision shall be given or transferred to some other institution or institutions having objects similar or cognate to the objects of the Fund, and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Fund under or by virtue of Clause 4 hereof; such institution or institutions to be determined by the members of the Fund at or before the time of dissolution, or in default thereof by such judge of the High Court of Justice as may have or acquire jurisdiction in the matter, and if and so far as effect cannot be given to such provision then to some charitable object in connection with the Church of England.

10. True accounts shall be kept of the sums of money received and expended by the Fund, and the matter in respect of which such receipt and expenditure take place, and of the property, credits and liabilities of the Fund, and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Fund for the time being, they shall be open to the inspection of the members. Once at least in every year the accounts of the Fund shall be examined and the correctness of the balance sheet ascertained by one or more competent Auditor or Auditors.

And, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

A. J. London: The Right Reverend The Right Hon. Arthur Henry Winnington Ingram D.D. Fulham Palace London S.W. Lord Bishop of London.

W. W. Willerden The Right Rev: William Willerden Perrin D.D. 14 Foginal Gardens Hampstead N.W.3. Lord Bishop Suffragan of Willesden.

Henry E. Brown The Ven. Henry Edward James Bevan. The Rectory Chelsea, London S.W. Clerk in Holy orders - archdeacon of Middlesex.

F. N. W. W. W. The Rev: Francis Norman Richness 15 Grosvenor Street, London, W.1. Clerk in Holy orders Rector of St Georges Harrow Square, Rural Dean of Westminster and Prebendary of St. Pauls

E. Gross/Hodge The Reverend Edward Gross Hodge The Vicarage Paddington, W. Clerk in Holy orders Vicar of Paddington and Prebendary of St. Pauls.

Francis Leith Boyd The Rev: Francis Leith Boyd M.A. St Pauls Vicarage Winton Place, London, S.W. 1 Clerk in Holy orders, vicar of St Pauls Knightsbridge and Prebendary of St Pauls.

John L. Bailes The Hon. Sir John Eldon Bailes Royal Courts of Justice and 115 Eaton Square London S.W. One of His Majesty's Judges of the High Court of Justice

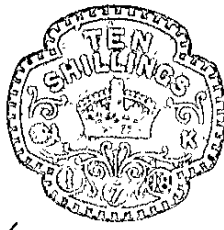
Evelyn Hubbard The Hon. Evelyn Hubbard 17 St. Helens Place London E.C.3. and 32, Graycoat Place, London S.W. Chairman of the Guardian Insurance Co.

Joseph Randolph Joseph Randolph Randolph 2, Graycoat Buildings Temple - London E.C.4. King's Counsel.

Dated the 25th day of June 1918.

Witness to the above Signatures—

Robt. C. Ashby
7 Devonshire Square
London E.C.4.



150856

REGISTERED

61943

29 JUN 1918

The Companies Acts 1908 to 1917.

Articles of Association

OF

THE LONDON DIOCESAN FUND.

I.—PRELIMINARY.

1. For the purpose of registration the number of the members of The London Diocesan Fund is declared not to exceed 150 at the time of registration.

2. These Articles shall, subject as hereinafter mentioned, be construed with reference to the provisions of the Companies Acts 1908 to 1917, and terms used in these Articles shall be taken to have the same meanings as they have when used in those Acts.

3. The London Diocesan Fund is established for the purposes expressed in the Memorandum of Association.

4. The London Diocesan Fund shall consist of and be controlled and managed by the Members thereof *ex officio*, elected, nominated and co-opted as hereinafter provided, and such members in their corporate capacity are hereinafter sometimes collectively referred to as the Council, or as members of the Council, or as members of the Fund.

160

104
25 JUN 1918

II.—MEMBERS.

5. The first members of The London Diocesan Fund shall be the several persons who have subscribed the Memorandum of Association, and such other of the persons following as shall testify in writing his consent to become a member, that is to say :—

The LORD BISHOP OF LONDON,
 The LORD BISHOP OF WILLESDEN,
 The Venerable ARCHDEACON H. E. J. BEVAN,
 The Reverend PREBENDARY F. N. THICKNESSE,
 The Reverend PREBENDARY E. GROSE-HODGE,
 The Reverend PREBENDARY F. LEITH BOYD,
 The Right Honourable LORD JUSTICE BANKES,
 The Honourable EVELYN HUBBARD,
 and Mr. JOSEPH RANDOLPH RANDOLPH, K.C.

Subject as hereinafter mentioned, all the original members shall retire from membership immediately before the first meeting of the members of the Fund which shall be held next after the appointed day hereinafter mentioned.

6. The following persons in addition to the original members shall be qualified to be members of The London Diocesan Fund, viz. :—

- (A) The Lord Bishop of London for the time being, the Bishops Suffragan for the time being holding office in the Diocese and the Archdeacons for the time being of the Archdeaconries of the said Diocese.
- (B) Other persons to be elected, subject as hereinafter mentioned, triennially by the Ruridecanal Conferences of the said Diocese as follows :—that is to say two of such persons (of whom one at least shall be a layman) to be elected by the Ruri-decanal Conference of each of the Rural Deaneries for the time being in the said Diocese.
- (C) Twelve other persons to be elected, subject as hereinafter mentioned, triennially by the Diocesan

Conference or Synod for the time being of the said Diocese (hereinafter referred to as "the Diocesan Conference").

- (D) Not more than twenty other persons to be nominated by the Bishop of London for the time being by writing under his hand.
- (E) Not more than ten other persons (hereinafter referred to as "the co-opted members") to be co-opted by The London Diocesan Fund.
- (F) Any person elected, nominated, or co-opted as hereinafter provided to fill a vacancy in the number of the elected, nominated, or co-opted members.
- (G) Such other and such number of persons to be appointed in such manner as the Diocesan Conference shall from time to time direct.
- (H) Provided always that no person shall be elected, nominated or co-opted a member of the Council who is not a communicant member of the Church of England, but so that any person elected, nominated or co-opted to membership in accordance with these Articles shall be deemed to have been duly elected, nominated or co-opted, unless and until a certificate under the hand of the Bishop of London for the time being shall have been left at the registered office of the Fund addressed to the Secretary thereof, to the effect that to the best of the belief of the said Bishop such person is not a communicant member of the Church of England, and such certificate shall, as from the date of the same being so left, occasion a casual vacancy.

III.—METHOD OF CONSTITUTING THE COUNCIL.

7. The triennial election of members by the Ruri-decanal Conferences shall take place (subject as hereinafter mentioned) in the year commencing on the 1st day of January preceding the date on which the term of office of the present Diocesan Conference shall expire (which year is hereinafter referred to as "the first ordinary election year"), and in every third year therefrom on or before the 20th day of the month of October in the year of election, and any

election not completed on or before such day shall occasion a casual vacancy, and the election of members elected by the Rural-decanal Conferences shall take effect as from the 31st day of December following. A certificate signed by the Rural Deans of the several Rural Deaneries as to the persons who have been elected by such respective Conferences shall be conclusive evidence as to the persons or person therein named having been duly elected.

8. The triennial election of members by the Diocesan Conference shall take place (subject as hereinafter mentioned) in the first ordinary election year, and in every third year therefrom in the month of November in the year of election, and any election not completed during such month shall occasion a casual vacancy, and the election of members elected by the Diocesan Conference shall take effect as from the 31st day of December following.

9. The nomination of members by the Bishop of London for the time being, except for the purpose of filling casual vacancies, shall take place (subject as hereinafter mentioned) in the first ordinary election year, and in every third year therefrom, during the first fifteen days of the month of December, and any nomination not completed during such time shall occasion a casual vacancy, and the membership of the persons so nominated shall (subject as hereinafter mentioned) take effect as from the 31st day of that month of December.

10. The co-option of members, except for the purpose of filling casual vacancies, shall take place (subject as hereinafter mentioned) in the year following the first ordinary election year, and in every third year therefrom, at such time as the members of the Fund shall determine, and the membership of persons so co-opted shall (subject as hereinafter mentioned) take effect as from the date of co-option.

11. The Diocesan Conference and the Rural-decanal Conferences shall, save as mentioned in Clauses 6 (B) and (H) and 17 hereof, be unrestricted as to the selection of persons to be elected by them respectively to be members of the Council.

12. Casual vacancies occasioned as mentioned in paragraphs 7, 8 and 9 hereof shall not be filled until after the 31st day of December therein respectively mentioned. Any vacancy occurring otherwise than by reason of the expiration of the period for which

a member was elected, nominated, or co-opted, is for the purposes of these Articles a casual vacancy. A person selected to fill a casual vacancy shall hold office only for the residue of the period for which the person whose place he is to take was or might have been elected, nominated, or co-opted.

13. Any casual vacancy in the number of the members elected by a Ruri-decanal Conference may be filled up by the election of such Ruri-decanal Conference.

14. Any casual vacancy in the number of members elected by the Diocesan Conference may be filled up by the election of the Council of the Diocesan Conference.

15. Any vacancy in the number of persons nominated as members by the Bishop of London for the time being may be filled up by the nomination of the said Bishop.

16. Any vacancy occurring in the number of the co-opted members may be filled up by the co-option of the Council.

17. A majority of the members of the Council shall at all times be laymen, except in the event of a vacancy or vacancies occasioning an equality or a minority, and should such event happen, the number shall on any subsequent election, nomination, or co-option be adjusted so as to provide that there shall be a majority of laymen, and no clerical member shall be elected by the Diocesan Conference, or be nominated, or co-opted until there shall be a majority of laymen members, unless in the case of an election, nomination, or co-option of several members together there shall, as a result of such election, nomination, or co-option, be a majority of laymen members of the Council. If in the case of any such election it would, but for the provisions of this paragraph, appear as the result that there was not a majority of laymen of the Council, the Clergy so appearing to be elected, commencing with those having the smaller number of votes, shall be disqualified, until the adjustment shall be made giving the number of members who are laymen a majority. Provided nevertheless that in the case of the election of members in the first ordinary election year and in every third year thereafter, the computation as to laymen being in a majority shall not be made until the thirty-first day in the month of October.

Provided also that for the purpose of computation under this paragraph any person elected, nominated or co-opted shall be deemed to be a member before he shall have signed the Register or consent referred to in paragraph 19 hereof.

18. The Diocesan Conference shall have power by resolution to direct the mode in which members of the Council to be elected by such Conference shall be elected. Until the Diocesan Conference shall otherwise direct, the election of such members shall, subject as hereinafter mentioned, be conducted in the following manner, that is to say—

- (A) The Secretary of The London Diocesan Fund or some other person appointed by the Council for the purpose (hereinafter referred to as "the Nomination Clerk") shall before the fifth day of the month of November in the first ordinary election year, and in each third year thereafter, send by post to each member of the Diocesan Conference a paper for nominating members for election to the Council.
- (B) The names and addresses appearing in the latest official printed Report for the time being of the Diocesan Conference shall for all the purposes of this clause be taken to be the names and addresses of the members of the Conference; but the Nomination Clerk may modify the same in cases in which he is officially informed as to the Report being incorrect in any particular.
- (C) Each nomination paper shall state the number of members to be elected by the Diocesan Conference, and shall give the names of the members going out of office, and also the names of the members of the Council, elected by the Ruri-decanal Conferences, so far as the same have been notified to the Nomination Clerk, and shall invite nominations to a number not exceeding twelve of persons whose consent to nomination has been obtained to be elected as members of the Council, and it shall be stated in such nomination paper that in order to be effective the same must be returned duly signed by the person making the nomination to the registered office of the London Diocesan Fund on or before the eleventh

day of the month of November. Only such nomination papers as shall be so returned and signed and as shall clearly indicate the persons nominated shall be effective.

- (D) If a member of the Diocesan Conference nominates a number of members exceeding the number to be elected, his nomination paper shall be void.
- (E) A member of the Diocesan Conference may nominate himself or any other member.
- (F) A person nominated may at any time before the 15th day of November in the year of election withdraw his candidature by notice in writing directed to the registered office, and addressed to the Nomination Clerk.
- (G) The Nomination Clerk shall, not later than the nineteenth day in the month of November in the year of election send to the Secretary or other proper officer of the Diocesan Conference the names of the candidates duly nominated by the nomination papers and whose names have not been withdrawn, and such names shall be put before the Diocesan Conference at its meeting in the said month of November, and the Conference shall be at liberty in such month of November to elect any of such candidates to be members of the London Diocesan Fund to a number not exceeding twelve, and subject to the provisions of clauses 6 (H) and 17 hereof.

19. Every person qualified to be a member of the Council shall become a member upon signing either the Register of Members to be kept pursuant to Section 25 of the Companies (Consolidation) Act 1908, or a written consent to become a member, and such signing shall be deemed to be an acceptance of office.

20. The following persons having been elected in the year 1918 by the respective Ruri-decanal Conferences mentioned opposite their respective names, and their elections respectively having been certified by the respective Rural Deans of the several Rural Deaneries, such of them as shall either sign the

Register of Members or a written consent to be members shall be deemed to be the first members elected by the Ruri-Decanal Conferences as aforesaid, that is to say—

Names of Members Elected.	Representing the Rural Deanery of
Rev. JOHN HENRY JOSHUA ELLISON	EAST CITY
Sir JOHN LULHAM POUND, Bart	
Rev. WILLIAM ALBAN CUNNINGHAM CRAIG ..	WEST CITY
GEORGE ANTHONY KING	
HENRY JOHN CHATTERTON	BETHNAL GREEN
DOUGLAS EYRE	
Rev. Prebendary GEORGE HENRY PERRY ..	FINSBURY
HERBERT RICHARD JONES	
Rev. HENRY MOSLEY	HACKNEY AND STOKES NEWINGTON
JOHN BUNCE	
Rev. DAVID GALLOWAY COWAN	HOLBORN
ROBERT WILLIAM DIBBIN	
ALBERT MITCHELL	ISLINGTON
ROBERT ERNEST ROSS	
Rev. ANDREW BINNY RITCHIE	POPLAR
CLARENCE EDWARD BATHOLOMEW	
Rev. FRANCIS EDWARD BIRCH	SHOREDITCH
WILLIAM GUY JOHNSON	
Rev. WILLIAM GYLES CAMERON	STEPNEY
RICHARD HOOPER VELLACOTT	
Hon. Sir EDWARD PIERSON THESIGER, K.C.B. ..	CHELSEA
JOHN AUGUSTINE LONGLEY	
THOMAS GEORGE HUGHES	EALING
WILLIAM FREDERICK TRUMPER	
Rev. PEREGRINE SYDNEY GOLDWIN-PROPERT ..	FULHAM
WILLIAM ROBERT CORBIN	
Rev. GEORGE NELSON WALSH	HAMMERSMITH
HENRY ARTHUR HANSON	
CHARLES HOWARD CARPENTER	HAMPTON
LAWRENCE CHAPMAN	
Rev. JOHN ROBBINS	KENSINGTON
HENRY DAVISON	

Names of Members Elected.	Representing the Rural Deanery of
Rev. WILLIAM BURTON SANDBERG	} PADDINGTON
EDMUND LAWSON	
DANIEL HERBERT GRIMSDALE	} UXBRIDGE
ALFRED OWEN BAKER	
DUNCAN IRVINE	} WESTMINSTER
GEORGE AUGUSTIN MACMILLAN	
Rev. PRYCE DAVID JONES	} ENFIELD
JOHN EDMUND PEIRSON	
PHILIP HENRY COLDWELL	} HARROW
CHARLES HENRY WAINWRIGHT	
VINCENT BROOKS	} HORNSEY
WILLIAM CHARLES WAYMOUTH	
Rev. LAUNCELOT JEFFERSON PERCIVAL ..	} ST. MARYLEBONE
ROBERT FERDINAND HUNGER	
Rev. EDMUND LIONEL METCALFE	} ST. PANCRAS
WILLIAM BROWN	
GEORGE JAMES FUGGLE	} TOTTENHAM
SAMUEL CHARLES LEWIS	
GEORGE THOMAS SMITH	} WILLESDEN
ARTHUR WILLIAM ANDREWS	

and each of them shall become a member of the Council on the appointed day hereinafter mentioned, and shall be entitled to continue a member until the end of the first ordinary election year. Inasmuch as there are certain Rural Deaneries within the Diocese of London not represented in the above list, the Ruri-decanal Conference of each of such Rural Deaneries may at any time before the end of the year 1918, elect two members of the Council, and upon their election respectively having been certified by the respective Rural Deans of the several Rural Deaneries, such of them as shall either sign the Register of Members or a written consent to be members shall be deemed to be the first members elected by the Ruri-decanal Conferences as aforesaid, and each of them shall become a member of the Council on the appointed day hereinafter mentioned, or the day of his election (whichever shall be the later) and shall be entitled to continue a member until the end of the first ordinary election year. In the event of any new Rural Deanery being formed in the Diocese, the two members to be elected by such

Deanery may forthwith be elected, and such members shall be entitled to continue in office until the end of the triennial period for which the other members elected by Rural Deaneries were elected.

21. The following 12 persons having been elected in the year 1918 by the Diocesan Conference, such of them as shall either sign the Register of Members, or a written consent to be members, shall be deemed to be the first members elected by the Diocesan Conference, that is to say—

HARRY WILLIAM BIRKS;
 Rev. PREBENDARY FRANCIS LEITH BOYD, M.A.;
 Rev. CANON GEORGE RUSSELL BULLOCK-WEBSTER;
 CHARLES EDWARD CAESAR;
 Rev. PREBENDARY HERBERT PRIESTLEY CRONSHAW;
 HUGH WILLIAMS DRUMMOND;
 Rev. PREBENDARY ERNEST AUGUSTUS EARDLEY-WILMOT, M.A.;
 Rev. PREBENDARY FREDERICK WALTER ISAACS;
 EDWARD MARTIN;
 Rev. JOSEPH GOUGH MCCORMICK;
 EDWARD ARTHUR RUSHER;
 Rev. PREBENDARY FRANCIS NORMAN THICKNESSE;

and each of them shall become a member of the Council on the appointed day hereinafter mentioned, and shall be entitled to continue a member until the end of the first ordinary election year.

22. The Bishop of London may as and when he shall think fit nominate not more than 20 persons to be members of the London Diocesan Fund subject to clauses 6 (ii) and 17 hereof. Each of the persons so nominated shall become a member of the Council on the appointed day hereinafter mentioned or the day of his nomination (whichever shall be the later) upon signing or having signed the Register of Members, or a written consent to become a member, and shall be entitled to continue a member until the end of the first ordinary election year.

23. Membership shall cease and determine in manner following, that is to say: As to members being the Bishop of London, the Suffragan Bishops aforesaid, or the Archdeacons aforesaid, upon death, resignation or ceasing to hold their respective offices, and as to any other member upon his dying, or resigning, or being absent from all meetings of the Council for a period of twelve calendar months, or upon the expiration of the period for which he was appointed that is to say the triennial period of membership

ending on the 31st day of December; and any member may resign his membership at any time by giving to the Secretary of the Council notice in writing of his intention to resign.

24. Every member, other than the Bishop, the Suffragan Bishops, and Archdeacons aforesaid, shall be eligible for re-election re-nomination or re-co-option, as the case may be, and shall, except in the case of death or resignation, or the going out of office of the members triennially, hold office as a member until his successor is elected, nominated or co-opted.

25. The Council may act notwithstanding any vacancy in the number of members.

26. The Bishop of London having consented to do so, will, upon the request of a majority of the signatories of the Memorandum of Association of the Fund, appoint a day not earlier than the 16th day of July 1918 (herein referred to as "the appointed day") upon which the membership of the members so elected and nominated as in paragraphs 20, 21 and 22 shall commence, and no person so elected or nominated shall, unless he be an original member, act as a member until the appointed day.

27. No co-option of members shall take place until after the appointed day, but members may be co-opted at the first meeting of the Fund after that day, or at any subsequent meeting.

IV.—GENERAL MEETINGS.

28. The first General Meeting of the Council shall be held at such time, not being more than three calendar months after the incorporation of the Council, and at such place as the Bishop of London may determine. A General Meeting, to be called "the Annual Meeting," shall be held once in every year on such day, not being more than fifteen months after the holding of the preceding Annual Meeting, and at such place as the Council in General Meeting may appoint. Other General Meetings shall (subject as hereinafter mentioned) be held at such intervals as the Council shall determine.

29. The Secretary may in cases of urgent necessity, with the sanction of three members of the Council, and shall upon a requisition made in writing and signed by any seven or more members of the Council, convene a General Meeting.

30. Any requisition made by members of the Council shall express the object of the meeting proposed to be called, and shall be left at the registered office of the Council.

31. Upon the receipt of such requisition the Secretary shall forthwith proceed to convene a General Meeting, and if he does not convene the same within twenty-one days from the date of receipt of such requisition, the members making such requisition may themselves convene a General Meeting.

32. Seven days' notice at least of every General Meeting, specifying the place and time of meeting, and the general nature of the business to be transacted thereat, shall be sent to each member, but the non-receipt of such notice by any member shall not invalidate the proceedings of any General Meeting.

33. Any member may, on giving to the Secretary not less than five days' notice in that behalf, submit any motion to a meeting of the Council, and notice thereof shall be given to the members thereof respectively by the Secretary.

34. Business of which notice shall not have been given to members may be taken at a meeting only if (there being at least thirty members present) a majority of three-quarters at least of the members present vote in favour of leave being given to take it as a matter of urgency.

35. At a General Meeting, unless the Council otherwise decide, ten members shall be a quorum, and no business shall be transacted at any General Meeting unless a quorum be present at such meeting.

36. If within half an hour from the time appointed for a meeting a quorum be not present no meeting shall take place except that in the case of an Annual Meeting it shall stand adjourned, to the same day in the next week at the same time and place, and if at such adjourned Annual Meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.

37. At every General Meeting all matters which come under the consideration of such meeting (except such matters as must be dealt with by Special or Extraordinary Resolution, or as by the regulations, standing orders, or by-laws for the time being in force, require some other majority) shall be decided by a simple majority of votes of the members personally present and voting.

38. The Council shall from time to time elect a Chairman who shall be a layman of recognised position and experience to act for a period not exceeding twelve calendar months from the date of his election, and may elect a Vice-Chairman for an equivalent period.

39. At any General Meeting the Bishop of London for the time being, if a member of the Council, or in his absence the Chairman, and in his absence also the Vice-Chairman (if any) shall preside as Chairman of such meeting. If neither the Bishop of London, nor the Chairman, nor the Vice-Chairman (if any) is present at any meeting, the members present shall choose one of their number to be Chairman. The Chairman of the meeting shall, in case the votes at any General Meeting are equally divided, be entitled to a second or casting vote. Such Chairman may with the consent of the meeting adjourn any meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left undischarged of at the meeting at which the adjournment took place.

40. Every member, except as provided in paragraph 39 hereof, shall have one vote and one vote only, and votes shall in all cases be given personally and not by proxy.

V.—APPOINTMENT OF VICE-PRESIDENTS, TRUSTEES AND OFFICERS OF THE LONDON DIOCESAN FUND.

41. The Council may from time to time appoint and remove any persons as vice-presidents, trustees or in any other capacity not involving executive authority, for the purpose of strengthening the work of The London Diocesan Fund as a whole, and may direct that any subscribers or other persons promoting the work of the Fund may, without being members of the Council, be associated therewith under any designation they may think fit.

42. The Council may appoint, and at discretion remove or suspend such Officers, Secretaries, Treasurers, Accountants, Clerks, Agents and Servants for permanent, temporary or special services as the Council from time to time think fit, and determine their duties, and fix their salaries or emoluments, and require security in such instances and to such amount as they think fit.

VI.—POWERS OF THE LONDON DIOCESAN FUND.

43. The Council may from time to time make, vary and repeal regulations, standing orders and by-laws for the regulation and conduct of the business and affairs of the Fund, its officers, servants and the members or any section thereof, but so that such regulations, standing orders and by-laws shall not be inconsistent with the regulations of the Council contained in its Memorandum and Articles of Association, or amount to such an addition to or alteration of the Articles of Association as could only legally be made by Special Resolution and in accordance with Clause 5 of the Memorandum of Association. Provided that in case there shall at any time be any conflict between the Articles of Association and the standing orders and by-laws, the provisions of the Articles of Association shall prevail.

44. The Council shall, under the direction of the Diocesan Conference, increase or diminish its numbers from time to time.

45. Women shall not be eligible for membership of the Council, unless and until they become eligible for membership of the Diocesan Conference, but, if they become eligible for membership of the Conference, the Conference may by Resolution declare them eligible for membership of the Council and they shall thereupon become eligible accordingly.

46. The Council shall have power to delegate any of its powers to a Council of Management or to committees composed wholly or partly of members of the Fund, or to organizations of other bodies upon which members of the Fund shall sit. In particular, there shall be a committee of the Fund to be called "the Building Committee," which shall consist of twenty members of the Fund, ten of whom shall be nominated by the Bishop of London for the time being, and the remaining ten of whom shall be elected by the Fund in General Meeting. Such powers and authorities shall be given to the Building Committee as shall be determined in General Meeting of the Fund. The Fund shall have power to give to any Council of Management or committees like powers of delegation, including power to make, revoke and alter by-laws not inconsistent with the Memorandum of Association or amounting to such an addition to or alteration of the Articles of Association as could only legally be made by a Special Resolution and in accordance with Clause 5 of the Memorandum of Association.

But the Council shall always have power to deprive any such Council of Management or committee, organization, or delegates of all or any of the powers aforesaid, or to qualify or attach conditions to the exercise of any such powers.

47. Without prejudice to and in extension of the power mentioned in the last preceding clause, the Council shall have power, subject to any provisions contained in any instrument creating special trusts, to delegate the whole or any of the powers of management vested in the Council over the property subject to such trusts to Managers hereinafter called "Administrative Trustees" (the majority of whom shall be members of the Council) appointed in such manner as may be provided in that instrument, or if such instrument contains no provision as to the appointment of Administrative Trustees, appointed in such manner and for such period as the Council shall think fit, and where the Council delegates the management of any property to Administrative Trustees, it shall be incumbent on the latter so long as they remain Administrative Trustees to the satisfaction of the Council to pay and discharge any rent or other outgoings, charges or payments in respect of any property the subject of the trust, and to maintain, repair and execute any improvements that may be requisite to any such property, and to insure the same against loss or damage by fire, and if so directed by the Council against loss or damage by aircraft, and to defray the costs and expenses, including fees paid to surveyors or agents, incurred by them in so doing, and in ascertaining that what is required has been done, out of the income coming to their hands of the trust property, and, on their failure so to do, it shall be lawful for the Council to revoke such delegation, and such delegation may also be revoked on the request of not less than two-thirds of the Administrative Trustees.

48. Upon its being determined that the London Diocesan Fund shall take over, carry on, or continue the work of the Bishop of London's Fund and of the London Diocesan Board of Finance, or any part of such work, and, upon the same respectively being taken over, the Council may adopt the proceedings and accounts of the body from whom the work is taken over, and in particular may arrange for the financial year of the Council being coincident with, and in continuation of, the financial year of the bodies whose work is taken over or either of them.

49. The Council shall in each year prepare an annual report for submission to the Annual Meeting, and shall present the same

to the Diocesan Conference, together with a duly audited statement of accounts, and shall also submit to the Diocesan Conference an estimate of necessary Diocesan expenditure for the ensuing year. It shall be part of the work of the Council to take such steps as may be deemed necessary, with the authority of the Diocesan Conference, to raise such money as may be required to meet the needs set forth in the aforesaid estimate.

50. The Council shall forthwith provide a Common Seal for The London Diocesan Fund, and the said seal shall be used in relation to the business or affairs of the Fund as any General Meeting of the Council shall decide and not otherwise, and any document bearing the seal of the London Diocesan Fund and purporting to be attested by two members of the Council and countersigned by the Secretary shall, in the absence of proof to the contrary, be deemed to be duly sealed by The London Diocesan Fund. There shall be two keys to the seal, which shall be kept by the Treasurer and Secretary respectively or by such other persons as may be appointed by the Council for the purpose.

51. Auditors shall be appointed and their duties regulated in accordance with Sections 112 and 113 of the Companies (Consolidation) Act 1908, or any statutory modification thereof for the time being in force, and for this purpose the said sections shall have effect as if the word "members" were substituted for "shareholders" and the word "Council" for "Directors," and as if "first General Meeting" were substituted for "Statutory Meeting."

52. All moneys received by The London Diocesan Fund shall be regularly paid into a banking account or banking accounts to be kept in the name of The London Diocesan Fund. All cheques on the said banking accounts shall be signed and countersigned as may from time to time be directed by the Council.

53. The accounts and books of account of The London Diocesan Fund shall be kept at its registered office, and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed by the Council in General Meeting, the same shall be open to inspection by the members of the Council at all times during the usual business hours.

54. The Council shall cause minutes to be made of the proceedings at any meeting of The London Diocesan Fund, of any

Council of Management and Committees and shall at all times cause a Register to be kept of the members with their respective last known places of abode.

55. A notice may be served by the Council on any member either personally or by sending it through the post in a prepaid envelope or wrapper addressed to such member at his registered place of abode. All notices required by the Companies Acts 1908 to 1917 to be given by advertisement shall be advertised in a newspaper circulating in the Diocese of London, and shall be deemed sufficient if so advertised, and where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice and (unless the contrary is proved) to have been effected at the time at which the letter would be delivered in the ordinary course of post.

56. No alteration or variation shall be made in these Articles of Association without the consent of the Diocesan Conference given by Resolution.

 NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

A. F. London:	The Right Rev ^d The Right Hon ^r : Arthur Foley Wilmington, Ingram D.D. Filham Palace London S.W. Lord Bishop of London.
<u>W. W. Willesden</u>	The Right Rev ^d William Willesden Perkin D.D. 14 Reginal Gardens, Hampstead N.W.3. Lord Bishop Suffragan of Willesden.
<u>Henry E. J. Bevan</u>	The Venerable Henry Edward James Bevan The Rectory, Chelsea, London S.W. Clerk in Holy orders, Archdeacon of Middlesex
F. N. Wicknesse	The Rev ^d Francis Norman Wicknesse - 15 Grosvener Street London, W.1. Clerk in Holy orders, Rector of St George's Hanover Square - Rural Dean of Westminster and Prebendary of St Pauls.
E. Grossethodge	The Rev ^d Edward Grossethodge The Vicarage Paddington W. Clerk in Holy orders Vicar of Paddington and Prebendary of St Pauls.
Francis Leith Boyd.	The Rev ^d Francis Leith Boyd M.A. St Pauls Vicarage, Wilton Place, London S.W.1. Clerk in Holy orders, Vicar of St Pauls Knightsbridge and Prebendary of St Pauls.
<u>John E. Bailes</u>	The Hon ^r : Sir John Eldon Bailes, Royal Courts of Justice and 45 Eaton Square London, S.W. one of His Majesty's Judges of the High Court of Justice
Evelyn Hubbard	The Hon ^r : Evelyn Hubbard of 17 St Helens Place E.C.3. and 32 Draycott Place London S.W. Chairman of the Guardian Insurance Co.
<u>John Randolph</u>	Joseph Randolph Randolph - 2 Harcourt Buildings, Temple - London, E.C. 4 - King's Counsel.

Dated the 25th day of June 1918.

Witness to the above Signatures—

Robt. C. Nesbitt

7 Devonshire Square

London

Sol^r.

The Companies Acts 1908 to 1917.

Articles of Association
OF
THE LONDON DIOCESAN FUND.

Incorporated the 29th day of June 1918.

MARKBY, STEWART & WADESONS,
5 Bishopsgate, E.C.2.

I hereby certify that this is a true copy of the Articles of Association referred to in the Special Resolution of The London Diocesan Fund passed 6th July 1926 and confirmed 22nd July 1926

John S. Baulke
Chairman

The Companies Acts 1908 to 1917.

Articles of Association

OF

THE LONDON DIOCESAN FUND.

(Adopted by Special Resolution, passed
and confirmed

1926
1926.)

I.—PRELIMINARY.

1. For the purpose of registration the number of the members of The London Diocesan Fund is declared not to exceed 150 at the time of registration.

2. These Articles shall, subject as hereinafter mentioned, be construed with reference to the provisions of the Companies Acts 1908 to 1917, and terms used in these Articles shall be taken to have the same meanings as they have when used in those Acts.

3. The London Diocesan Fund is established for the purposes expressed in the Memorandum of Association.

4. The London Diocesan Fund shall consist of and be controlled and managed by the Members thereof *ex officio*, elected, nominated and co-opted as hereinafter provided, and such members in their corporate capacity are hereinafter collectively referred to as the Fund.

II.—MEMBERS.

5. The following persons shall be qualified to be members of the Fund, viz. :—

(A) The Lord Bishop of London for the time being
ex officio.

- (B) Other persons to be elected, subject as hereinafter mentioned, triennially by the Ruri-decanal Conferences of the said Diocese as follows:—that is to say two of such persons (of whom one at least shall be a layman, and one at least a Member of the Diocesan Conference for the time being of the said Diocese) to be elected by the Ruri-decanal Conference of each of the Rural Deaneries for the time being in the said Diocese.
- (C) Such number of other persons (being members of the Diocesan Conference) as shall be equal to the number of Rural Deaneries for the time being in the said Diocese to be elected, subject as hereinafter mentioned, triennially by the Diocesan Conference for the time being of the said Diocese (hereinafter referred to as "the Diocesan Conference").
- (D) Not more than twenty other persons to be nominated by the Bishop of London for the time being by writing under his hand. Provided that among such twenty persons the Bishops Suffragan for the time being holding office in the Diocese and the Archdeacons for the time being of the Archdeaconries of the said Diocese shall always be included.
- (E) Not more than seven other persons (hereinafter referred to as "the co-opted members") to be co-opted by the Fund.
- (F) Any person elected, nominated, or co-opted as hereinafter provided to fill a vacancy in the number of the elected, nominated, or co-opted members.
- (G) Such other and such number of persons to be appointed in such manner as the Diocesan Conference shall from time to time direct in accordance with Article 42.
- (H) Provided always that no person shall be elected, nominated or co-opted a member of the Fund who is not a communicant member of the Church of England, but so that any person elected, nominated or co-opted to membership in accordance with these Articles shall be deemed to have been duly elected, nominated or co-opted, unless and until a certificate under the hand of the Bishop of London for the time

being shall have been left at the registered office of the Fund addressed to the Secretary thereof, to the effect that to the best of the belief of the said Bishop such person is not a communicant member of the Church of England, and such certificate shall, as from the date of the same being so left, occasion a casual vacancy.

III.—METHOD OF CONSTITUTING THE FUND.

6. The triennial election of members of the Ruri-decanal Conferences shall take place (subject as hereinafter mentioned) in every third year after the year 1920 (hereinafter called "the first ordinary election year") on or before the 31st day of the month of July in the year of election, and the election of members elected by the Ruri-decanal Conferences shall take effect as from the 31st day of December following. A certificate signed by the Rural Deans of the several Rural Deaneries as to the persons who have been elected by such respective Conferences shall be conclusive evidence as to the persons or person therein named having been duly elected. Provided that if any Ruri-decanal Conference shall fail to elect in accordance with this clause the Diocesan Conference shall at the election provided for by Clause 7 hereof proceed to elect (in addition to the members provided for by Clause 5 (c) hereof) such number of persons as should have been elected by the Ruri-decanal Conference so failing to elect, and in any such election the Diocesan Conference shall comply with the provisions of Clauses 5 (B) and (H) and 16 hereof. Subject to the above, any election not completed in accordance with this clause shall occasion a casual vacancy.

7. The triennial election of members by the Diocesan Conference shall take place (subject as hereinafter mentioned) in every third year after the first ordinary election year, either in the month of October or in the month of November in the year of election, and any election not then completed shall occasion a casual vacancy, and the election of members elected by the Diocesan Conference shall take effect as from the 31st day of December following.

8. The nomination of members by the Bishop of London for the time being, except for the purpose of filling casual vacancies, shall take place (subject as hereinafter mentioned) in every third year after the first ordinary election year, during the first fifteen

days of the month of December, and any nomination not completed during such time shall occasion a casual vacancy, and the membership of the persons so nominated shall (subject as hereinafter mentioned) take effect as from the 31st day of that month of December.

9. The co-option of members, except for the purpose of filling casual vacancies, shall take place (subject as hereinafter mentioned) in every third year after the year following the first ordinary election year, at such time as the members of the Fund shall determine, and the membership of persons so co-opted shall (subject as hereinafter mentioned) take effect as from the date of co-option.

10. The Diocesan Conference and the Ruri-decanal Conferences shall, save as mentioned in Clauses 5 (B), (C) and (H) and 16 hereof, be unrestricted as to the selection of persons to be elected by them respectively to be members of the Fund.

11. Casual vacancies occasioned as mentioned in paragraphs 6, 7 and 8 hereof shall be filled as soon as possible after the occurring thereof. Subject to the proviso to Clause 6 hereof, any vacancy occurring otherwise than by reason of the expiration of the period for which a member was elected, nominated, or co-opted, is for the purposes of these Articles a casual vacancy. A person selected to fill a casual vacancy shall hold office only for the residue of the period for which the person whose place he is to take was or might have been elected, nominated, or co-opted.

12. Any casual vacancy in the number of the members elected by a Ruri-decanal Conference shall be filled up by the election of such Ruri-decanal Conference.

13. Any casual vacancy in the number of members elected by the Diocesan Conference shall be filled up by the Diocesan Conference.

14. Any vacancy in the number of persons nominated as members by the Bishop of London for the time being may be filled up by the nomination of the said Bishop.

15. Any vacancy occurring in the number of the co-opted members may be filled up by the co-option of the Fund.

16. A majority of the members of the Fund shall at all times be laymen, except in the event of a vacancy or vacancies

occasioning an equality or a minority, and should such event happen, the number shall on any subsequent election, nomination or co-option be adjusted so as to provide that there shall be a majority of laymen, and no clerical member shall be elected by the Diocesan Conference or be nominated or co-opted until there shall be a majority of laymen members, unless in the case of an election, nomination or co-option of several members together there shall, as a result of such election, nomination or co-option, be a majority of laymen members of the Fund. If in the case of any such election it would, but for the provisions of this paragraph, appear as the result that there was not a majority of laymen of the Fund, the Clergy so appearing to be elected, commencing with those having the smaller number of votes, shall be disqualified, until the adjustment shall be made giving the number of members who are laymen a majority. Provided nevertheless that in the case of the election of members in the first ordinary election year and in every third year thereafter, the computation as to laymen being in a majority shall not be made until the fourteenth day in the month of August. Provided also that for the purpose of computation under this paragraph any person elected, nominated or co-opted shall be deemed to be a member before he shall have signed the Register or consent referred to in Article 18 hereof.

17. The Diocesan Conference shall have power by resolution to direct the mode in which members of the Fund to be elected by such Conference shall be elected. Until the Diocesan Conference shall otherwise direct, the election of such members shall, subject as hereinafter mentioned, be conducted in the following manner, that is to say—

- (A) The Secretary of the Fund or some other person appointed by the Fund for the purpose (hereinafter referred to as "the Nomination Clerk") shall twenty-eight days at least before the meeting of the Diocesan Conference in the month of October or the month of November in the first ordinary election year, and in each third year thereafter (which meeting is hereinafter referred to as the "Autumn Diocesan Conference"), send by post to each member of the Diocesan Conference a paper for nominating members for election to the Fund.
- (B) The names and addresses appearing in the latest official printed Report for the time being of the

Diocesan Conference shall, for all the purposes of this clause, be taken to be the names and addresses of the members of the Conference; but the Nomination Clerk may modify the same in cases in which he is officially informed as to the Report being incorrect in any particular.

- (c) Each nomination paper shall state the number of members to be elected by the Diocesan Conference, and shall give the names of the members going out of office, and also the names of the members of the Fund, elected by the Ruri-decanal Conferences, so far as the same have been notified to the Nomination Clerk, and shall invite nominations to a number not exceeding the number to be elected under Clauses 5 (c) and 6 hereof, of persons whose consent to nomination has been obtained to be elected as members of the Fund, and it shall be stated in such nomination paper that in order to be effective the same must be returned duly signed by the person making the nomination to the registered office of the Fund at least twenty-one days before the Autumn Diocesan Conference. Only such nomination papers as shall be so returned and signed and as shall clearly indicate the persons nominated shall be effective.
- (d) If a member of the Diocesan Conference nominates a number of members exceeding the number to be elected, his nomination paper shall be void.
- (e) A member of the Diocesan Conference may nominate himself or any other member.
- (f) A person nominated may, up to fourteen days before the Autumn Diocesan Conference in the year of election, withdraw his candidature by notice in writing directed to the registered office, and addressed to the Nomination Clerk.
- (g) The Nomination Clerk shall, ten days at least before the date fixed for the Autumn Diocesan Conference in the year of election, send to the Secretary or other proper officer of the Diocesan Conference the names of the candidates duly nominated by the nomination

papers and whose names have not been withdrawn, and such names shall be put before the Diocesan Conference at such meeting, and the Conference shall then be at liberty to elect any of such candidates to be members of the Fund to a number not exceeding the number referred to in sub-paragraph (c) hereof, and subject to the provisions of Clauses 5 (H) and 16 hereof.

18. Every person qualified to be a member of the Fund shall become a member upon signing either the Register of Members to be kept pursuant to Section 25 of the Companies (Consolidation) Act 1908, or a written consent to become a member, and such signing shall be deemed to be an acceptance of office.

19. In the event of any new Rural Deanery being formed in the Diocese, the two members to be elected by such Deanery may forthwith be elected, and such members shall be entitled to continue in office until the end of the triennial period for which the other members elected by Rural Deaneries were elected.

20. The Bishop of London may, as and when he shall think fit, nominate not more than twenty persons to be members of the Fund subject to Clauses 5 (D) and (H) and 16 hereof. Each of the persons so nominated shall become a member of the Fund on the appointed day hereinafter mentioned or the day of his nomination (whichever shall be the later) upon signing or having signed the Register of Members, or a written consent to become a member.

21. Membership shall cease and determine in manner following, that is to say : as to the Bishop of London and as to the Bishops Suffragan and the Archdeacons nominated under Clause 5 (D) hereof, upon death, resignation or ceasing to hold their respective offices, and as to any other member upon his dying, or resigning, or being absent from all meetings of the Fund for a period of twelve calendar months, or if an elected member upon his ceasing to be a member of the Diocesan Conference, or upon the expiration of the period for which he was appointed, that is to say the triennial period of membership ending on the 31st day of December ; and any member may resign his membership at any time by giving to the Secretary of the Fund notice in writing of his intention to resign.

22. Every member, other than the Bishop of London, unless being an elected member he shall cease to be a member of the Diocesan Conference, shall be eligible for re-election, re-nomination or re-co-option, as the case may be, and, except in the case of death or resignation, or being an elected member on his ceasing to be a member of the Diocesan Conference, or the going out of office of the members triennially, shall hold office as a member until his successor is elected, nominated or co-opted.

23. The Fund may act notwithstanding any vacancy in the number of members.

24. The Bishop of London, upon the request of a majority of the signatories of the Memorandum of Association of the Fund, appointed the 16th day of July 1918 (herein referred to as "the appointed day") as the day upon which the membership of the members originally elected and nominated was to commence.

25. Members may be co-opted at any meeting of the Fund.

IV.—GENERAL MEETINGS.

26. A General Meeting, to be called "the Annual Meeting," shall be held once in every year on such day, not being more than fifteen months after the holding of the preceding Annual Meeting, and at such place as the Fund in General Meeting may appoint. Other General Meetings shall (subject as hereinafter mentioned) be held at such intervals as the Fund shall determine.

27. The Secretary may in cases of urgent necessity, with the sanction of three members of the Fund, and shall upon a requisition made in writing and signed by any seven or more members of the Fund, convene a General Meeting.

28. Any requisition made by members of the Fund shall express the object of the meeting proposed to be called, and shall be left at the registered office of the Fund.

29. Upon the receipt of such requisition the Secretary shall forthwith proceed to convene a General Meeting, and if he does not convene the same within twenty-one days from the date of receipt of such requisition, the members making such requisition may themselves convene a General Meeting.

30. Seven days' notice at least of every General Meeting, specifying the place and time of meeting, and the general nature

of the business to be transacted thereat, shall be sent to each member, but the non-receipt of such notice by any member shall not invalidate the proceedings of any General Meeting.

31. Any member may, on giving to the Secretary not less than five days' notice in that behalf, submit any motion to a meeting of the Fund, and notice thereof shall be given to the members thereof respectively by the Secretary.

32. Business of which notice shall not have been given to members may be taken at a meeting only if (there being at least thirty members present) a majority of three-quarters at least of the members present vote in favour of leave being given to take it as a matter of urgency.

33. At a General Meeting, unless the Fund otherwise decide, ten members shall be a quorum, and no business shall be transacted at any General Meeting unless a quorum be present at such meeting.

34. If within half an hour from the time appointed for a meeting a quorum be not present no meeting shall take place except that in the case of an Annual Meeting it shall stand adjourned to the same day in the next week at the same time and place, and if at such adjourned Annual Meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.

35. At every General Meeting all matters which come under the consideration of such meeting (except such matters as must be dealt with by Special or Extraordinary Resolution, or as by the regulations, standing orders, or by-laws for the time being in force, require some other majority) shall be decided by a simple majority of votes of the members personally present and voting.

36. The Fund shall from time to time elect a Chairman who shall be a layman of recognised position and experience to act for a period not exceeding twelve calendar months from the date of his election, and may elect a Vice-Chairman for an equivalent period.

37. At any General Meeting the Bishop of London for the time being, or in his absence the Chairman, and in his absence also the Vice-Chairman (if any) shall preside as Chairman of such meeting. If neither the Bishop of London, nor the Chairman,

nor the Vice-Chairman (if any) is present at any meeting, the members present shall choose one of their number to be Chairman. The Chairman of the meeting shall, in case the votes at any General Meeting are equally divided, be entitled to a second or casting vote. Such Chairman may with the consent of the meeting adjourn any meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left undisposed of at the meeting at which the adjournment took place.

38. Every member, except as provided in paragraph 37 hereof, shall have one vote and one vote only, and votes shall in all cases be given personally and not by proxy.

V.—APPOINTMENT OF VICE-PRESIDENTS, TRUSTEES AND OFFICERS OF THE FUND.

39. The Fund may from time to time appoint and remove any persons as vice-presidents, trustees or in any other capacity not involving executive authority, for the purpose of strengthening the work of the Fund as a whole, and may direct that any subscribers or other persons promoting the work of the Fund may, without being members of the Fund, be associated therewith under any designation they may think fit.

40. The Fund may appoint, and at discretion remove or suspend such Officers, Secretaries, Treasurers, Accountants, Clerks, Agents and Servants for permanent, temporary or special services as the Fund from time to time think fit, and determine their duties, and fix their salaries or emoluments, and require security in such instances and to such amount as they think fit.

VI.—POWERS OF THE FUND.

41. The Fund may from time to time make, vary and repeal regulations, standing orders and by-laws for the regulation and conduct of the business and affairs of the Fund, its officers, servants and the members or any section thereof, but so that such regulations, standing orders and by-laws shall not be inconsistent with the regulations of the Fund contained in its Memorandum and Articles of Association, or amount to such an addition to or alteration of the Articles of Association as could only legally be made by Special Resolution and in accordance with Clause 5 of the Memorandum of Association. Provided that in case there

shall at any time be any conflict between the Articles of Association and the standing orders and by-laws, the provisions of the Articles of Association shall prevail.

42. The Fund shall, under the direction of the Diocesan Conference, increase or diminish its numbers from time to time, subject however to the provisions of the Diocesan Board of Finance Measure 1925, and of these Articles, and shall generally comply with any lawful directions given to the Fund from time to time by the Diocesan Conference.

43. Women shall not be eligible for membership of the Fund, unless and until they become eligible for membership of the Diocesan Conference, but, if they become eligible for membership of the Conference, the Conference may by Resolution declare them eligible for membership of the Fund, and they shall thereupon become eligible accordingly.

44. The Fund shall have power to delegate any of its powers to a Council of Management or to committees composed wholly or partly of members of the Fund, or to organisations of other bodies upon which members of the Fund shall sit. In particular, there shall be a committee of the Fund to be called "the Building Committee," which shall consist of twenty members of the Fund, ten of whom shall be nominated by the Bishop of London for the time being, and the remaining ten of whom shall be elected by the Fund in General Meeting. Such powers and authorities shall be given to the Building Committee as shall be determined in General Meeting of the Fund. The Fund shall have power to give to any Council of Management or committees like powers of delegation, including power to make, revoke and alter by-laws not inconsistent with the Memorandum of Association or amounting to such an addition to or alteration of the Articles of Association as could only legally be made by a Special Resolution and in accordance with Clause 5 of the Memorandum of Association. But the Fund shall always have power to deprive any such Council of Management or committee, organisation, or delegates of all or any of the powers aforesaid, or to qualify or attach conditions to the exercise of any such powers.

45. Without prejudice to and in extension of the powers mentioned in the last preceding clause, the Fund shall have power, subject to any provisions contained in any instrument

creating special trusts, to delegate the whole or any of the powers of management vested in the Fund over the property subject to such trusts to Managers hereinafter called "Administrative Trustees" (the majority of whom shall be members of the Fund) appointed in such manner as may be provided in that instrument, or if such instrument contains no provision as to the appointment of Administrative Trustees, appointed in such manner and for such period as the Fund shall think fit, and where the Fund delegates the management of any property to Administrative Trustees, it shall be incumbent on the latter so long as they remain Administrative Trustees to the satisfaction of the Fund to pay and discharge any rent or other outgoings, charges or payments in respect of any property the subject of the trust, and to maintain, repair and execute any improvements that may be requisite to any such property, and to insure the same against loss or damage by fire, and, if so directed by the Fund, against loss or damage by aircraft, and to defray the costs and expenses, including fees paid to surveyors or agents, incurred by them in so doing, and in ascertaining that what is required has been done, out of the income coming to their hands of the trust property, and, on their failure so to do, it shall be lawful for the Fund to revoke such delegation, and such delegation may also be revoked on the request of not less than two-thirds of the Administrative Trustees.

46. Upon its being determined that the Fund shall take over, carry on, or continue the work of the Bishop of London's Fund and of the London Diocesan Board of Finance, or any part of such work, and, upon the same respectively being taken over, the Fund may adopt the proceedings and accounts of the body from whom the work is taken over, and in particular may arrange for the financial year of the Fund being coincident with, and in continuation of, the financial year of the bodies whose work is taken over or either of them.

47. The Fund shall in each year prepare an annual report for submission to the Annual Meeting, and shall present the same to the Diocesan Conference, together with a duly audited statement of accounts, and shall also submit to the Diocesan Conference an estimate of necessary Diocesan expenditure for the ensuing year. It shall be part of the work of the Fund to take such steps as may be deemed necessary, with the authority of the Diocesan Conference, to raise such money as may be required to meet the needs set forth in the aforesaid estimate.

48. The Fund shall keep a Common Seal for its use, and the said seal shall be used in relation to the business or affairs of the Fund as any General Meeting of the Fund shall decide and not otherwise, and any document bearing the seal of the Fund and purporting to be attested by two members of the Fund and countersigned by the Secretary shall, in the absence of proof to the contrary, be deemed to be duly sealed by the Fund. There shall be two keys to the seal, which shall be kept by the Treasurer and Secretary respectively or by such other persons as may be appointed by the Fund for the purpose.

49. Auditors shall be appointed and their duties regulated in accordance with Sections 112 and 113 of the Companies (Consolidation) Act 1908, or any statutory modification thereof for the time being in force, and for this purpose the said sections shall have effect as if the word "members" were substituted for "shareholders" and the word "Fund" for "Directors."

50. All moneys received by the Fund shall be regularly paid into a banking account or banking accounts to be kept in the name of the Fund. All cheques on the said banking accounts shall be signed and countersigned as may from time to time be directed by the Fund.

51. The accounts and books of account of the Fund shall be kept at its registered office, and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed by the Fund in General Meeting, the same shall be open to inspection by the members of the Fund at all times during the usual business hours.

52. The Fund shall cause minutes to be made of the proceedings at any meeting of the Fund, of any Council of Management and Committees and shall at all times cause a Register to be kept of the members with their respective last known places of abode.

53. A notice may be served by the Fund on any member either personally or by sending it through the post in a prepaid envelope or wrapper addressed to such member at his registered place of abode. All notices required by the Companies Acts 1908 to 1917 to be given by advertisement shall be advertised in a newspaper circulating in the Diocese of London, and shall be deemed sufficient if so advertised, and where a notice is sent

by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice and (unless the contrary is proved) to have been effected at the time at which the letter would be delivered in the ordinary course of post.

54. No alteration or variation shall be made in these Articles of Association without the consent of the Diocesan Conference given by Resolution.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

A. F. LONDON.	The Right Reverend The Right Hon. ARTHUR FOLEY WINNINGTON INGRAM, D.D., Fulham Palace, London, S.W., Lord Bishop of London.
W. W. WILLESDEN.	The Right Reverend WILLIAM WILCOX PERRIN, D.D., 14 Frognal Gardens, Hampstead, N.W.3, Lord Bishop Suffragan of Willesden.
HENRY E. J. BEVAN.	The Venerable HENRY EDWARD JAMES BEVAN, the Rectory, Chelsea, London, S.W., Clerk in Holy Orders, Archdeacon of Middlesex.
F. N. THICKNESSE.	The Reverend FRANCIS NORMAN THICKNESSE, 15 Grosvenor Street, London, W.1, Clerk in Holy Orders, Rector of St. George's, Hanover Square, Rural Dean of Westminster and Prebendary of St. Paul's.
E. GROSE HODGE.	The Reverend EDWARD GROSE HODGE, The Vicarage, Paddington, W., Clerk in Holy Orders, Vicar of Paddington and Prebendary of St. Paul's.
FRANCIS LEITH BOYD.	The Reverend FRANCIS LEITH BOYD, St. Paul's Vicarage, Wilton Place, London, S.W.1, Clerk in Holy Orders, Vicar of St. Paul's, Knightsbridge and Prebendary of St. Paul's.
JOHN E. BANKES.	The Right Hon. Sir JOHN EDON BANKES, Royal Courts of Justice, and 45 Eaton Square, London, S.W., one of His Majesty's Lords Justices of Appeal.
EVELYN HUBBARD.	The Hon. EVELYN HUBBARD, 17 St. Helen's Place, London, E.C.3, and 32 Draycott Place, London, S.W., Chairman of the Guardian Insurance Co.
J. R. RANDOLPH.	JOSEPH RANDOLPH RANDOLPH, 2 Harecourt Buildings, Temple, London, E.C.4, King's Counsel.

Dated the 25th day of June 1918.

Witness to the above Signatures—

ROBT. C. NESBITT,
7 Devonshire Square, London, Solr.

John E. Bankes
Chairman

DUPLICATE FOR THE FILE.

No. 150856



Certificate of Incorporation

I Hereby Certify, That the

London Diocesan Fund (the word "Limited" being omitted by
Licence of the Board of Trade)

is this day Incorporated under the Companies Acts, 1908 to 1917, and that the Company
is Limited.

Given under my hand at London this *Twenty-ninth* day of *June*

One Thousand Nine Hundred and *Eighteen*

Fees and Deed Stamps £ *7-5-0*

Stamp Duty on Capital £

H. Bittle
Registrar of Joint Stock Companies.

Certificate received by

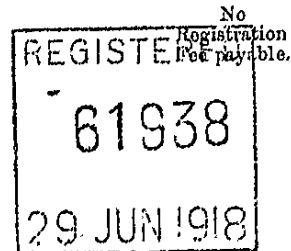
W. R. Crawley

Wadeson & Waller,
7 Devonshire Square, E.C.2.

Date *3rd* July 1918.

TRADING WITH THE ENEMY AMENDMENT ACT, 1914.

(5 Geo. 5. Ch. 12.)



DECLARATION made pursuant to S. 9 (1) (a) of the said Act.

Name of Company The London Diocesan Fund.

Limited

PUBLISHED AND SOLD BY

WATERLOW & SONS LIMITED

LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,
LONDON WALL, LONDON.

Presented for filing by

Wadson and Ballson
7 Devonshire Square

E.C.2.

111

I. Robert Chancellor Nesbitt
of No. 7 Devonshire Square in
the City of London

do solemnly and sincerely declare that I am a Solicitor of the Supreme
Court engaged in the formation of The London
Diocesan Fund,

~~Now~~ and That the Company is not formed for the purpose or with
the intention of acquiring the whole or any part of the undertaking of
a Person, Firm or Company, the books and documents of which are
liable to inspection under Sub-section (2) of Section two of the Trading
with the Enemy Act, 1914. And I make this solemn Declaration
conscientiously believing the same to be true and by virtue of the
provisions of the Statutory Declarations Act, 1835.

Declared at 3 Devonshire Square
in the City of London

the 28th day of June
one thousand nine hundred and eighteen

Before me,

H. C. Nesbitt

Robt. C. Nesbitt

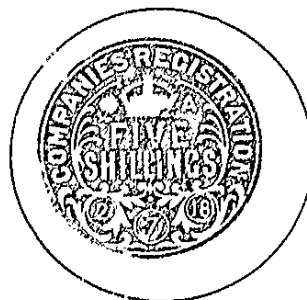
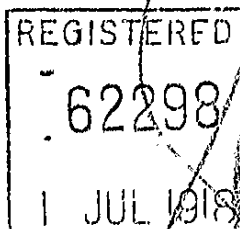
Certificate No.

150856

C.A. 5a.
1-7-14.

8

THE COMPANIES ACTS, 1908 AND 1913.



A 5s.
Companies
Registration
Fee
Stamp
must be
impressed
here.

Declaration made on behalf of The London
Diocesan Fund,

Limited,

(which is a Company that has filed with the Registrar of Joint Stock Companies a
Statement in lieu of prospectus), that the conditions of s. 87 of the Companies
(Consolidation) Act, 1908 (8 Edw. 7, Ch. 69), have been complied with.

PUBLISHED AND SOLD BY

WATERLOW & SONS LIMITED,

LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,

LONDON WALL, LONDON.

Presented for filing by

Wadsworth and Pallester,
7 Devonshire Square,

E.C.2.

(a) Insert here
"the Secretary," or
"a Director."

I Robert Chancellor Nesbitt
of No. 7 Devonshire Square
in the City of London

being (a) the Honorary Secretary of the
London Diocesan Fund,

Limited,

do solemnly and sincerely declare:—

That the amount of the Share Capital of the Company other than
that issued or agreed to be issued as fully or partly paid up otherwise
than in cash is £ Nil

That the amount fixed by the Memorandum or Articles of Association
and named in the Statement in lieu of prospectus as the minimum subscrip-
tion upon which the Company may proceed to allotment is £ Nil.

That shares held subject to the payment of the whole amount
thereof in cash have been allotted to the amount of £ Nil.

~~That every Director of the Company has paid to the Company on
each of the shares taken or contracted to be taken by him and for which
he is liable to pay in cash, a proportion equal to the proportion payable
on application and allotment on the shares payable in cash.~~

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

Declared at 3 Devonshire
Square in the City of London
the 27th day of July
one thousand nine hundred and eighteen.
before me.

H. Wilson
A Commissioner for Oaths.

Robt. C. Nesbitt

DUPLICATE FOR THE FILE.

No. 150856



Certificate under s. 87 (2) of the Companies (Consolidation) Act, 1908 (8 Edw. 7, c. 69), that a Company is entitled to commence business.

I hereby Certify, That the
London Diocesan Fund (the word "Limited" being omitted
by Licence of the Board of Trade)

which was incorporated under the Companies Acts, 1908 to 1917, on the twenty -
ninth day of June 1918, and which has this day filed
a statutory declaration in the prescribed form that the conditions of s. 87—1 (a) and (b) of
the Companies (Consolidation) Act, 1908, have been complied with, is entitled to commence
business.

Given under my hand at London this First day of July
One Thousand Nine Hundred and Eighteen

H. Dittles
Registrar of Joint Stock Companies.

Certificate received by D. R. Crawford
Wadsworth & Ralston,
7 Devonshire Square, E.C. 2.
Date 3rd July 1918

ACK

The Companies Acts 1908 to 1917.



Special Resolution

(Pursuant to Section 70 (i) of the Act of 1908)

OF

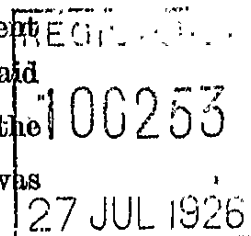
THE LONDON DIOCESAN FUND.

Passed 6th July 1926.

Confirmed 22nd July 1926.

AT an EXTRAORDINARY GENERAL MEETING of the members of the said Company, duly convened, and held at 33 Bedford Square, in the County of London, on the 6th day of July 1926, the following

Special Resolution was duly passed; and at a subsequent EXTRAORDINARY GENERAL MEETING of the members of the said Company, also duly convened, and held at the same place on the 22nd day of July 1926, the following **Special Resolution** was duly confirmed:—



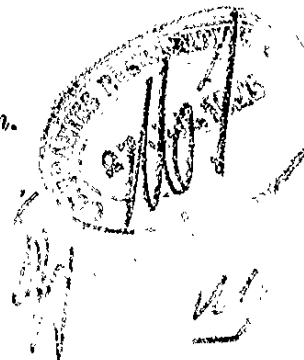
RESOLVED—

“ That the regulations contained in the printed document submitted to the meeting, and for the purpose of identification subscribed by the Chairman thereof, be and the same are hereby approved, and that such regulations be and they are hereby adopted as the Articles of Association of The London Diocesan Fund in substitution for, and to the exclusion of, all the existing Articles thereof.”

SPC
27/7/26

John St. Paul
Chairman.

Presented for filing by
Markby Stewart & Jacksons
5 Bishopsgate
E. C. 2.





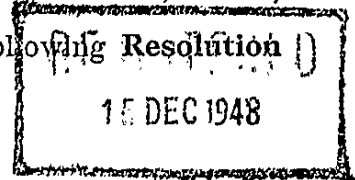
Special Resolution

OF

THE LONDON DIOCESAN FUND

Passed 25th November 1948.

AT an EXTRAORDINARY GENERAL MEETING of THE LONDON DIOCESAN FUND, duly convened, and held at 33 Bedford Square, London, W.C.1, on Thursday, the 25th day of November 1948, the following Resolution was duly passed as a Special Resolution :—



RESOLUTION.

That the Articles of Association of the London Diocesan Fund be altered in manner following, that is to say :—

(A) By adding immediately before Article 5 the following new Article, namely :—

“4A. Subject as provided by Article 5 (H) and Article 21 the present members of the Fund shall continue as such until the 30th September 1950.”

(B) By inserting in Article 5 (C) immediately after the words “members of the Diocesan Conference” the words “and of whom fourteen at least must be laymen.”

(C) By deleting in Article 6 all the words down to and including the word “following” and substituting therefor the following words, namely: “The triennial election of members by the Ruri-decanal Conferences shall take place on or before the 31st March in the year of election, that is to say, in the year 1950 and in every third year therefrom (hereinafter referred to as “the year of election”) and the election of members elected by the Ruri-decanal Conferences shall take effect as from the 1st October in the year of election.”

(D) By cancelling Articles 7, 8 and 9 and substituting therefor the following new Articles, namely :—

“7. The triennial election of members by the Diocesan Conference shall take place in the month of May or the month of June in the year of election, and any election not then completed shall occasion a casual vacancy, and the election of members elected by the Diocesan Conference shall take effect as from the 1st October in the year of election.

8. The nomination of members by the Bishop of London for the time being, except for the purpose of filling casual vacancies

Filed by:

MARKBY STEWART & WADESONS,
5, BISHOPSGATE, E.C.2.



shall take place in the month of July in the year of election and any nomination not completed during such time shall occasion a casual vacancy, and the membership of the persons so nominated shall (subject as hereinafter mentioned) take effect as from the 1st October in the year of election.

9. The co-optation of members, except for the purpose of filling casual vacancies, shall take place in the year of election, at such time (not being earlier than the month of October in that year) as the members of the Fund shall determine, and the triennial period of membership of persons so co-opted shall be deemed to commence on the 1st October in the year of election."

(E) By deleting in Article 16 the words "first ordinary election year and in every third year thereafter" and substituting the words "year of election."

(F) By cancelling Articles 17 and 18 and substituting therefor the following new Articles, namely :—

"17. The Diocesan Conference shall have power to direct the mode in which members of the Council to be elected by such Conference shall be elected.

18. Every person qualified to be a member of the Fund shall become a member upon signing either the register of members or a written consent to become a member, and such signing shall be deemed to be an acceptance of office."

(G) By cancelling Article 20 and substituting therefor the following new Article, namely :—

"20. The provisions of subsections (1) and (2) of section 185 of the Companies Act 1948 shall not apply in relation to the Fund."

(H) By deleting in Article 21 all the words subsequent to the word "months" and substituting therefor the words following, namely "or upon the expiration of the triennial period for which he was elected, nominated or co-opted (such period in the case of the present members being deemed to expire on the 30th September 1950), or if a member whose qualification as such is dependent upon membership of the Diocesan Conference upon such membership ceasing; and any member may resign his membership at any time by giving to the Secretary of the Fund notice in writing of his intention to resign."

(I) By cancelling Article 24.

(J) By substituting in Articles 26 and 34 for the words "Annual Meeting," wherever those words appear, the words "Annual General Meeting."

(K) By deleting Article 30 and substituting therefor the following new Article, namely :—

"30. Subject to the provisions of the Companies Act 1948 relating to Special Resolutions, twenty-one days' notice at the least of every Annual General Meeting and fourteen days' notice at the least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of meeting, and the general nature of the business to be transacted shall be given in manner hereinafter mentioned to all members and other persons entitled to receive such notices; but with the consent of all the members entitled to receive notices thereof, or of such proportion thereof as is

prescribed by the said Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those members may think fit. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any meeting."

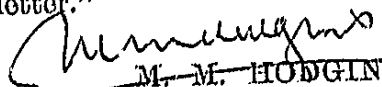
(L) By deleting Article 32.

(M) By deleting Article 49 and substituting therefor the following Article, namely:—

"49. All the provisions (so far as applicable to the Fund) of sections 147 to 162 of the Companies Act 1948 relating to accounts and audit shall be duly observed."

(N) By deleting Article 53 and substituting therefor the following new Article, namely:—

"53. A notice may be served by the Fund upon any member, either personally or by sending it through the post in a prepaid letter addressed to such member at his registered address as appearing in the register of members. Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give to the Fund an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but, save as aforesaid, only members described in the register of members by an address within the United Kingdom shall be entitled to receive notices. Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter."


M. M. HODGINS,
Secretary.

THE COMPANIES ACTS 1948 - 1967

Company limited by guarantee
not having a share capital

THE LONDON DIOCESAN FUND

AT AN Extraordinary General Meeting duly convened and held at Diocesan House, 33 Bedford Square, London W.C.1 on Thursday, 10th December 1970 the following Resolution, which was proposed as a Special Resolution, was passed.

SPECIAL RESOLUTION

That the Articles of Association of the London Diocesan Fund be altered in the manner following, that is to say:-

- A. That Articles 4A, 5, 6, 7, 8, 9, 10, 11, 12, 13, 14, 15, 16, 17, 19, 21, 22, 25, and 43 be deleted and the following Articles substituted therefor:-

"5. With effect from 1st January, 1971 the members for the time being of the Fund shall (subject to the provisions of Article 6 hereof) be the members for the time being elected or nominated to or ex-officio the members of the Bishop's Council and Standing Committee of the London Diocesan Synod who ^{shall} have agreed to become members of the Fund. The qualification, election and removal of members of the Fund shall therefore (subject as aforesaid) be governed by the Rules relating to the qualification, election and removal of members of the Bishop's Council and Standing Committee of the London Diocesan Synod.

B. 1.71.

6. The Fund shall at all times have a lay majority. If at any time any vacancy or vacancies shall occur which give rise to an equality of lay and clerical members or to a lay minority, no clerical member shall be elected or nominated, as the case may be, to fill such vacancy or vacancies until such time as there shall be a lay majority of the Fund unless, in the case of the election or nomination of several members together, there shall be a lay majority as the result of such election or nomination."

B. That Articles 36 and 37 be deleted and the following Articles substituted therefor:-

"36. The Chairman of the Fund shall be ex-officio the Bishop of London. The Fund shall from time to time elect a Treasurer who shall also be the Vice-Chairman and who shall be a layman of recognised position and experience, to act for a period not exceeding 12 calendar months from the date of his election.

37. At any General Meeting the Chairman or in his absence the Vice-Chairman shall preside as Chairman of such Meeting. If neither the Chairman nor the Vice-Chairman is present at any meeting, the members present shall choose one of their members to be Chairman. The Chairman of the Meeting shall, in case the votes at any General Meeting are equally divided, be entitled to a second or casting vote. Such Chairman may with the consent of the Meeting adjourn any Meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left undisposed of at the Meeting at which the adjournment took place."

- c. That Article 44 be deleted and the following Article substituted therefor:-

"44. There shall be a Finance Committee and the Fund shall have power to delegate to the Finance Committee and to any other committee of the Fund in respect of which the Fund shall resolve that the same shall be capable of having delegated powers, (such committees to be composed wholly or partly of members of the Fund but the members of the Fund to be always in the majority) such powers and duties of the Fund as the Fund shall deem appropriate including the power to make, revoke, and alter by-laws not inconsistent with the Memorandum of Association nor amounting to such an addition to or alteration of the Articles of Association as could only legally be made by a Special Resolution and in accordance with Clause 5 of the Memorandum of Association. In setting up any such committee the Fund shall ensure that not less than half of the members are of the laity and shall have regard to the importance of ensuring adequate representation of the elected clergy. At all times the Fund shall have power to deprive the Finance Committee and all other Committees of all or any of the powers aforesaid or to qualify or attach conditions to the exercise of any such powers. The Archdeacons of the Diocese of London shall be ex-officio members of all Committees having or capable of having delegated powers.

Subject to the above requirement that the members of the Fund shall be always in the majority:-

- (a) The Bishop of London for the time being shall have power to nominate such persons

(whether members of the Fund or not as the Bishop shall think fit) to be members of the Finance Committee but not exceeding such number as the Fund shall from time to time decide.

- (b) Each Committee appointed by the Fund under the provisions of this Article shall unless the Fund shall otherwise determine have power to co-opt on to such Committee persons who are not members of the Fund. Any person co-opted on to any Committee authorised hereunder shall hold office until the election of the Bishop's Council and Standing Committee next following his co-option or until the expiry of the period (if any) specified when he is co-opted whichever is the earlier and shall be eligible for re-co-option."

E. E. Bushman

Chairman.

THE COMPANIES ACTS 1948 - 1967

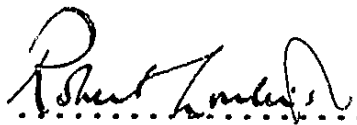
THE LONDON DIOCESAN FUND

At an Extraordinary General Meeting of the Fund duly convened and held at Diocesan House, 33 Bedford Square, London WC1B 3ER on 22nd June 1971 at 5.00 p.m. the following Resolution which was proposed as a Special Resolution was passed.

SPECIAL RESOLUTION

That the following Article be adopted as an Article of Association of the Fund:-

"The members for the time being of the Fund shall constitute the Governing Body of the Fund with power to exercise all or any of the powers contained in the Articles of Association of the Fund, including the power of delegation. The members in their capacity as the Governing Body of the Fund shall have power to meet together for the despatch of business, adjourn and otherwise regulate their Meetings as they shall think fit. The quorum for such Meetings shall be determined from time to time by the Members in their capacity as the Governing Body of the Fund and failing such determination ten Members present in person shall constitute a quorum".


.....
Chairman.

156856/226

15M & ARTS AS PER SECT. 9. F.C.A.C.T.

THE COMPANIES ACTS 1908 TO 1917

Memorandum
AND
Articles of Association
OF
THE LONDON DIOCESAN FUND
Incorporated the 29th day of June, 1918

Reprinted with alterations to 22nd June, 1971

MARKBYS,
MOOR HOUSE,
LONDON WALL,
LONDON, E.C.2.

44

M A R K B Y S

MOOR HOUSE · LONDON WALL · LONDON · EC2Y 5HE

F. C. S. TUFTON
P. M. BARRINGTON, M.C.T.D.
M.D. T. EVANS
P. A. BROWN
T. J. BROWN
M. J. BURKE
K. N. MILLER
B. H. J. CAMP
S. A. K. DOONE
W. T. C. SHELFORD
A. JONES
R. D. LANBOURNE

F. G. PETCH, M.C.
N. WARINGTON SMYTH, O.B.E.
J. D. H. BANKES

YOUR REF

EC/ME

OUR REF

21st December 1972

Telephone. 01-638 4090

Cables Markbys. London. EC2.

Telex. 864525

The Registrar of Companies.,
Companies House.,
55/71 City Road.,
London EC1Y 1BB

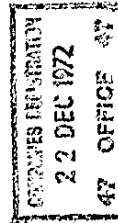
Dear Sir,

London Diocesan Fund
No. of Company 150856

We enclose a print of the Memorandum and Articles of Association of the company for filing in accordance with Section 9 of the European Communities Act 1972.

Yours faithfully,

Markbys



Licence

BY THE BOARD OF TRADE

Pursuant to Section 20 of the Companies (Consolidation) Act 1908

WHEREAS it has been proved to the Board of Trade that THE LONDON DIOCESAN FUND which is about to be registered under the Companies Acts 1908 to 1917, as an Association limited by guarantee, is formed for the purpose of promoting objects of the nature contemplated by the 20th Section of the Companies (Consolidation) Act 1908, and that it is the intention of the said Association that the income and property of the Association whencesoever derived shall be applied solely towards the promotion of the objects of the Association as set forth in the Memorandum of Association of the said Association and that no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend or bonus or otherwise howsoever, by way of profit to the members of the said Association.

NOW, THEREFORE, the Board of Trade, in pursuance of the powers in them vested, and in consideration of the provisions and subject to the conditions contained in the Memorandum of Association of the said Association as subscribed by nine members thereof on the Twenty-fifth day of June 1918, do by this their licence direct THE LONDON DIOCESAN FUND to be registered with limited liability, without the addition of the word "Limited" to its name.

SIGNED by order of the Board of Trade this 27th day of June 1918.

H. A. PAYNE,
Comptroller of the Companies Department,
authorised in that behalf by the
President of the Board of Trade.



Certificate of Incorporation
OF
THE LONDON DIOCESAN FUND

I HEREBY CERTIFY that THE LONDON DIOCESAN FUND
(the word "Limited" being omitted by Licence of the Board of Trade)
is this day Incorporated under the Companies Acts 1908 to 1917,
and that the Company is Limited.

GIVEN under my hand, at London, this Twenty-ninth day of
June One thousand nine hundred and eighteen.

H. BIRTLES,
Registrar of Joint Stock Companies.

Fees and Deed Stamps, £7 : 5 : 0.



Certificate

*Under s. 87 (2) of the Companies (Consolidation) Act 1908 (8 Edw. 7, c. 69) that
a Company is entitled to commence business.*

I HEREBY CERTIFY that THE LONDON DIOCESAN FUND
(the word "Limited" being omitted by Licence of the Board of Trade)
which was incorporated under the Companies Acts 1908 to 1917
on the Twenty-ninth day of June 1918, and which has this day filed
a statutory declaration in the prescribed form that the conditions
of s. 87 (1) (a) and (b) of the Companies (Consolidation) Act 1908
have been complied with, is entitled to commence business.

GIVEN under my hand at London, this First day of July One
thousand nine hundred and eighteen.

H. BIRTLES,
Registrar of Joint Stock Companies.

Licence to hold Land

THE Board of Trade hereby license THE LONDON
DIOCESAN FUND to hold any lands required for carrying out
its objects not exceeding One hundred and fifty acres in the whole.

SIGNED by Order of the Board of Trade this 7th day of
May 1919.

H. M. WINEARLS,

Authorised in that behalf by the President
of the Board of Trade.

Memorandum of Association

OF

THE LONDON DIOCESAN FUND

1. The name of the Association is "THE LONDON DIOCESAN FUND".

2. The registered office of The London Diocesan Fund will be situate in England.

3. The objects for which The London Diocesan Fund is established are—

(A) To promote and assist the work and objects of the Church of England for the advancement of the Christian religion in the Diocese of London, whatever for the time being shall be the area of the Diocese called "the Diocese of London", and in particular to organise and provide funds for the following departments of the Church's work, viz.—

(1) Maintenance of the Clergy generally, including Bishops Suffragan, Incumbents, Assistant Curates and Clergy to labour in the Diocese generally under the Bishop's control, or to be confined in their operations to particular parishes.

(2) Erection and repair and endowment of Churches, Church Buildings, Schools, Mission Buildings, and Residences for Incumbents.

(3) Training of candidates for the Ministry, Clerical and Lay.

- (4) Provision of Scripture Readers, Mission Women and other Lay Agents.
 - (5) Provision of Pensions for the Clergy, and Lay Agents.
 - (6) Provision for widows, orphans and dependants of the Clergy, and for necessitous Clergy.
 - (7) Assistance towards endowment whether for Incumbencies or Curacies.
 - (8) Religious education of the young.
 - (9) Provision of expenses of Diocesan and central organisation.
 - (10) Provision for Residences for Curates and Lay Agents, Institutes, Halls, Social Clubs, Refuges and Homes, and the repair and endowment of the same.
 - (11) Such other objects, if any, as it may from time to time be found desirable to promote for strengthening the religious or other charitable work of the Church.
- (b) To enter into agreements with associations in connection with the Church of England carrying out in the Diocese of London or elsewhere any objects similar to any of the objects of The London Diocesan Fund, and to delegate any of its powers as may from time to time be provided by the Articles of Association.
- (c) To enter into any arrangements with the diocesan bodies or societies known as the Bishop of London's Fund and the London Diocesan Board of Finance, or either of them, or any other body having power to administer or apply any funds within the Diocese of London, or any part thereof (whether as part of a larger area or not), for any of the purposes for which The London Diocesan Fund has power to administer or apply funds, with reference to any of the funds or property held by them respectively, or any of their powers, duties, or trusts, and in particular to take over, carry on or continue and accept the delegation of any of the powers, duties, or trusts of any of the bodies or societies aforesaid, but so that the same be taken over, carried on or continued as part of the work or objects of the Church of England.

- (D) To raise, expend, invest and accumulate funds and income for the purposes aforesaid, and from time to time to determine, or assist in determining, the proportions in which such funds ought to be contributed in the several Rural Deaneries of the Diocese, and in the several parishes of each Rural Deanery.
- (E) To make grants or donations or annual payments to any association or body of persons established for charitable purposes only having any objects in connection with the Church of England similar to any of those of The London Diocesan Fund and carrying on work whether in the Diocese of London or elsewhere.
- (F) To pay officers, clerks and servants of The London Diocesan Fund, to make payments for insurance on their behalf, and to make provision for any person, or the widow or dependants of any person who has been in the employment of The London Diocesan Fund.
- (G) To raise and borrow money at interest for the purposes of The London Diocesan Fund on such terms and on such security (if any) as may be determined, and in particular by the issue of debentures or debenture stock, redeemable or otherwise, and to act as guarantors in respect of the raising of money for the advancement of any of the objects of the London Diocesan Fund.
- (H) To acquire and sell and dispose of houses and land of any tenure (subject to the provisions of Section 19 of the Companies (Consolidation) Act 1908) either in the name of The London Diocesan Fund or in the name or names of a Trustee or Trustees for the Fund.
- (I) To take over or co-operate with any organisation established for charitable purposes only, other than those hereinbefore mentioned or referred to, carrying on any work connected with the Church of England.
- (J) To act as the executors of any deceased person and to accept property of any kind and in any form, whether real or personal, to be held by The London Diocesan Fund, either alone or jointly with another or others, upon any public charitable trusts, whether already existing or newly created, connected with the Church of England and its work.

- (K) To apply, if The London Diocesan Fund shall by Special Resolution so decide, for a Royal Charter incorporating an association having objects similar to those of the present London Diocesan Fund, and upon such incorporation to transfer and commit the property, work and objects of the present Fund to the body incorporated by such Royal Charter.
- (L) To do all such other lawful things as are incidental or conducive to the attainment of the above objects.

Provided that, if the present area of the Diocese of London shall be altered, The London Diocesan Fund shall have power to apportion its funds, and to appropriate different parts thereof toward the work or objects of the Church of England in the several parts of the area now constituting the Diocese of London. Provided also that The London Diocesan Fund shall not support with its funds any object or endeavour to impose on or procure to be observed by its members or others any regulation, restriction or condition which, if an object of The London Diocesan Fund, would make it a Trade Union; Provided also that in case The London Diocesan Fund shall take or hold any property subject to the jurisdiction of the Board of Education or Charity Commissioners for England and Wales, The London Diocesan Fund shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law; and as regards any such property the members, managers or Trustees of The London Diocesan Fund shall be chargeable for such property as may come into their hands, and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such members or Trustees have been if no incorporation had been effected, and the incorporation of The London Diocesan Fund shall not diminish or impair any control or authority exercisable by the Chancery Division, the Board of Education or the Charity Commissioners over such members, managers or Trustees, but they shall as regards any such property be subject jointly and separately to such control and authority as if The London Diocesan Fund were not incorporated. In case The London Diocesan Fund shall take or hold any property which may be subject to any trusts, they shall only deal with the same in such manner as allowed by law having regard to such trusts.

4. The income and property of The London Diocesan Fund, whencesoever derived, after payment thereof of the costs, charges and expenses of and incidental to the formation and incorporation of The London Diocesan Fund, shall be applied solely towards the

promotion of the objects of the Fund as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the members of the Fund or any of them: Provided that (subject as hereinafter mentioned) nothing herein contained shall prevent the payment in good faith (A) to clerical members of the Fund of grants and pensions, such grants and pensions being in accordance with the objects of the Fund as set forth in this Memorandum of Association, or (B) to any member of the Fund who shall hold any office under, or be employed by the Fund, of reasonable and proper remuneration in return for any services actually rendered by him, but so that (a) unless and until a Committee of Management or Governing Body of the Fund shall be set up for the management and control of the affairs of the Fund, the members for the time being in receipt of any such grant or pension or holding any office or employment in respect of which they are remunerated shall never exceed one-fifth of the total number of the members of the Fund, (b) after any such Committee of Management or Governing Body of the Fund shall have been set up, not more than one-fifth of the members thereof shall be entitled to any such grant, pension or remuneration, (c) no clerical member of any committee for the time being charged with the duty of making or recommending such grants or pensions as aforesaid shall be entitled to receive any such grant or pension, and (d) no member to whom any such grant, pension or remuneration shall be made or paid shall in any circumstances vote or be present at any meeting of the members of the Fund, or of any Council of Management or Governing Body of the Fund which may be set up, or of any Committee at which the question of making, paying or recommending any such grant, pension or remuneration as aforesaid shall come up for discussion, consideration or decision; and nothing herein contained shall prevent (1) the payment of interest at a rate not exceeding £5 per cent. per annum on money lent, or reasonable and proper rent for premises demised or let by any member to the Fund, or (2) the repayment of out-of-pocket expenses, including such reasonable travelling expenses incurred in attending meetings of or on behalf of the Fund, or of any Council of Management or Body which may be set up by the Fund, or of any Committee or Committees thereof, or otherwise in connection with the business of the Fund as may be determined, or (3) any payment to any railway, gas, electric lighting, water, cable or telephone company, of which a member of the Fund may be a member, or to any other company in which such member shall not hold more than one-hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of such payment.

5. No addition, alteration or amendment shall be made to or in the regulations contained in the Articles of Association for the

time being in force, unless the same shall have been previously submitted to and approved by the Board of Trade.

6. The fourth and fifth paragraphs of this Memorandum contain conditions on which a licence is granted by the Board of Trade to the Fund in pursuance of Section 20 of the Companies (Consolidation) Act 1908.

7. The liability of the members is limited.

8. Every member of the Fund undertakes to contribute to the assets of the Fund in the event of the same being wound up during the time that he is a member, or within one year afterwards, for payment of the debts and liabilities of the Fund contracted before the time at which he ceased to be a member, and of the costs, charges and expenses of winding up the same, and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required not exceeding £1.

9. If upon the winding up or dissolution of the Fund there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members of the Fund, but if and so far as effect can be given to the next provision shall be given or transferred to some other institution or institutions having objects similar or cognate to the objects of the Fund, and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Fund under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Fund at or before the time of dissolution, or in default thereof by such judge of the High Court of Justice as may have or acquire jurisdiction in the matter, and if and so far as effect cannot be given to such provision then to some charitable object in connection with the Church of England.

10. True accounts shall be kept of the sums of money received and expended by the Fund, and the matter in respect of which such receipt and expenditure take place, and of the property, credits and liabilities of the Fund, and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Fund for the time being, they shall be open to the inspection of the members. Once at least in every year the accounts of the Fund shall be examined and the correctness of the balance sheet ascertained by one or more competent Auditor or Auditors.

We, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	
A. F. LONDON	The Right Reverend The Right Hon. ARTHUR FOLEY WINNINGTON INGRAM, D.D., Fulham Palace, London, S.W., Lord Bishop of London.
W. W. WILLESSEN	The Right Reverend WILLIAM WILLCOX PERRIN, D.D., 14, Frogna Gardens, Hampstead, N.W.3, Lord Bishop Suffragen of Willesden.
HENRY E. J. BEVAN	The Venerable HENRY EDWARD JAMES BEVAN, the Rectory, Chelsea, London, S.W., Clerk in Holy Orders, Archdeacon of Middlesex.
F. N. THICKNESSE	The Reverend FRANCIS NORMAN THICKNESSE, 15, Grosvenor Street, London, W.1, Clerk in Holy Orders, Rector of St. George's, Hanover Square, Rural Dean of Westminster and Prebendary of St. Paul's.
E. GROSE HODGE	The Reverend EDWARD GROSE HODGE, The Vicarage, Paddington, W., Clerk in Holy Orders, Vicar of Paddington and Prebendary of St. Paul's.
FRANCIS LEITH BOYD	The Reverend FRANCIS LEITH BOYD, St. Paul's Vicarage, Wilton Place, London, S.W.1, Clerk in Holy Orders, Vicar of St. Paul's Knightsbridge and Prebendary of St. Paul's.
JOHN E. BANKES	The Right Hon. Sir JOHN ELDON BANKES, Royal Courts of Justice, and 45, Eaton Square, London, S.W., one of His Majesty's Lords Justices of Appeal.
EVELYN HUBBARD	The Hon. EVELYN HUBBARD, 17, St. Helen's Place, London, E.C.3, and 32, Draycott Place, London, S.W., Chairman of the Guardian Insurance Co.
J. R. RANDOLPH	JOSEPH RANDOLPH RANDOLPH, 2, Harcourt Buildings, Temple, London, E.C.4, King's Counsel.

DATED the 25th day of June 1918.

WITNESS to the above Signatures—

ROBT. C. NESBITT,
7, Devonshire Square, London, *Solicitor*.

THE COMPANIES ACTS 1908 TO 1917

Articles of Association

OF

THE LONDON DIOCESAN FUND

(Reprinted with alterations to 22nd June, 1971.)

I.—PRELIMINARY

1. For the purpose of registration the number of the members of The London Diocesan Fund is declared not to exceed 150 at the time of registration.

2. These Articles shall, subject as hereinafter mentioned, be construed with reference to the provisions of the Companies Acts 1908 to 1917, and terms used in these Articles shall be taken to have the same meanings as they have when used in those Acts.

3. The London Diocesan Fund is established for the purposes expressed in the Memorandum of Association.

4. The London Diocesan Fund shall consist of and be controlled and managed by the members thereof *ex officio*, elected, nominated and co-opted as hereinafter provided, and such members in their corporate capacity are hereinafter collectively referred to as the Fund.

II.—MEMBERS

5. With effect from 1st January, 1971 the members for the time being of the Fund shall (subject to the provisions of Article 6 hereof) be the members for the time being elected or nominated to or *ex officio* the members of the Bishop's Council and Standing Committee of the London Diocesan Synod who shall have agreed to become members of the Fund. The qualification, election and removal of members of the Fund shall therefore (subject as aforesaid) be governed by the Rules relating to the qualification, election and

Articles 5 and 6
adopted by Special
Resolution passed
on 10th December,
1970.

removal of members of the Bishop's Council and Standing Committee of the London Diocesan Synod.

6. The Fund shall at all times have a lay majority. If at any time any vacancy or vacancies shall occur which give rise to an equality of lay and clerical members or to a lay minority, no clerical member shall be elected or nominated, as the case may be, to fill such vacancy or vacancies until such time as there shall be a lay majority of the Fund unless, in the case of the election or nomination of several members together, there shall be a lay majority as the result of such election or nomination.

7. Every person qualified to be a member of the Fund shall become a member upon signing either the register of members or a written consent to become a member, and such signing shall be deemed to be an acceptance of office.

8. The provisions of subsections (1) and (2) of section 185 of the Companies Act 1948 shall not apply in relation to the Fund.

9. The Fund may act notwithstanding any vacancy in the number of members.

III.—GENERAL MEETINGS

10. A General Meeting, to be called "the Annual General Meeting", shall be held once in every year on such day, not being more than fifteen months after the holding of the preceding Annual General Meeting, and at such place as the Fund in General Meeting may appoint. Other General Meetings shall (subject as hereinafter mentioned) be held at such intervals as the Fund shall determine.

11. The Secretary may in cases of urgent necessity, with the sanction of three members of the Fund, and shall upon a requisition made in writing and signed by any seven or more members of the Fund, convene a General Meeting.

12. Any requisition made by members of the Fund shall express the object of the meeting proposed to be called, and shall be left at the registered office of the Fund.

13. Upon the receipt of such requisition the Secretary shall forthwith proceed to convene a General Meeting, and if he does not convene the same within twenty-one days from the date of

receipt of such requisition, the members making such requisition may themselves convene a General Meeting.

14. Subject to the provisions of the Companies Act 1948 relating to Special Resolutions, twenty-one days' notice at the least of every Annual General Meeting and fourteen days' notice at the least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of meeting, and the general nature of the business to be transacted, shall be given in manner hereinafter mentioned to all members and other persons entitled to receive such notices; but with the consent of all the members entitled to receive notices thereof, or of such proportion thereof as is prescribed by the said Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those members may think fit. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any meeting.

15. Any member may, on giving to the Secretary not less than five days' notice in that behalf, submit any motion to a meeting of the Fund, and notice thereof shall be given to the members thereof respectively by the Secretary.

16. At a General Meeting, unless the Fund otherwise decide, ten members shall be a quorum, and no business shall be transacted at any General Meeting unless a quorum be present at such meeting.

17. If within half an hour from the time appointed for a meeting a quorum be not present no meeting shall take place except that in the case of an Annual General Meeting it shall stand adjourned to the same day in the next week at the same time and place, and if at such adjourned Annual General Meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.

18. At every General Meeting all matters which come under the consideration of such meeting (except such matters as must be dealt with by Special or Extraordinary Resolution, or as by the regulations, standing orders, or by-laws for the time being in force, require some other majority) shall be decided by a simple majority of votes of the members personally present and voting.

Articles 19 and 20
adopted by Special
Resolution passed
on 10th December,
1970.

19. The Chairman of the Fund shall be *ex officio* the Bishop of London. The Fund shall from time to time elect a Treasurer who shall also be the Vice-Chairman and who shall be a layman of recognised position and experience, to act for a period not exceeding twelve calendar months from the date of his election.

20. At any General Meeting the Chairman or in his absence the Vice-Chairman shall preside as Chairman of such Meeting. If neither the Chairman nor the Vice-Chairman is present at any meeting, the members present shall choose one of their members to be Chairman. The Chairman of the Meeting shall, in case the votes at any General Meeting are equally divided, be entitled to a second or casting vote. Such Chairman may with the consent of the Meeting adjourn any Meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left undisposed of at the Meeting at which the adjournment took place.

21. Every member, except as provided in paragraph 20 hereof, shall have one vote and one vote only and votes shall in all cases be given personally and not by proxy.

IV.—APPOINTMENT OF VICE-PRESIDENTS, TRUSTEES AND OFFICERS OF THE FUND

22. The Fund may from time to time appoint and remove any persons as vice-presidents, trustees or in any other capacity not involving executive authority, for the purpose of strengthening the work of the Fund as a whole, and may direct that any subscribers or other persons promoting the work of the Fund may, without being members of the Fund, be associated therewith under any designation they may think fit.

23. The Fund may appoint and at discretion remove or suspend such Officers, Secretaries, Treasurers, Accountants, Clerks, Agents and Servants for permanent, temporary or special services as the Fund from time to time think fit, and determine their duties, and fix their salaries or emoluments, and require security in such instances and to such amount as they think fit.

V.—POWERS OF THE FUND

24. The Fund may from time to time make, vary and repeal regulations, standing orders and by-laws for the regulation and

conduct of the business and affairs of the Fund, its officers, servants and the members or any section thereof, but so that such regulations, standing orders and by-laws shall not be inconsistent with the regulations of the Fund contained in its Memorandum and Articles of Association, or amount to such an addition to or alteration of the Articles of Association as could only legally be made by Special Resolution and in accordance with Clause 5 of the Memorandum of Association. Provided that in case there shall at any time be any conflict between the Articles of Association and the standing orders and by-laws, the provisions of the Articles of Association shall prevail.

25. The Fund shall, under the direction of the Diocesan Conference, increase or diminish its numbers from time to time subject however to the provisions of the Diocesan Board of Finance Measure 1925, and of these Articles, and shall generally comply with any lawful directions given to the Fund from time to time by the Diocesan Conference.

26. The members for the time being of the Fund shall constitute the Governing Body of the Fund with power to exercise all or any of the powers contained in the Articles of Association of the Fund, including the power of delegation. The members in their capacity as the Governing Body of the Fund shall have power to meet together for the despatch of business, adjourn and otherwise regulate their Meetings as they shall think fit. The quorum for such Meetings shall be determined from time to time by the Members in their capacity as the Governing Body of the Fund and failing such determination ten Members present in person shall constitute a quorum.

Article 26
adopted by Special
Resolution passed
on 22nd June,
1971.

27. There shall be a Finance Committee and the Fund shall have power to delegate to the Finance Committee and to any other committee of the Fund in respect of which the Fund shall resolve that the same shall be capable of having delegated powers, (such committees to be composed wholly or partly of members of the Fund but the members of the Fund to be always in the majority) such powers and duties of the Fund as the Fund shall deem appropriate including the power to make, revoke, and alter by-laws not inconsistent with the Memorandum of Association nor amounting to such an addition to or alteration of the Articles of Association as could only legally be made by a Special Resolution and in accordance with Clause 5 of the Memorandum of Association. In setting up any such committee the Fund shall ensure that not less than half of the members are of the laity and shall have regard to the importance of ensuring adequate representation of the elected clergy. At all times the Fund shall have power to deprive the Finance Committee and all

Article 27
Adopted by Special
Resolution passed
on 10th December,
1970.

other committees of all or any of the powers aforesaid or to qualify or attach conditions to the exercise of any such powers. The Archdeacons of the Diocese of London shall be *ex officio* members of all committees having or capable of having delegated powers.

Subject to the above requirement that the members of the Fund shall be always in the majority :—

- (a) The Bishop of London for the time being shall have power to nominate such persons (whether ~~members of the Fund~~ or not as the Bishop shall think fit) to be members of the Finance Committee but not exceeding such number as the Fund shall from time to time decide.
- (b) Each committee appointed by the Fund under the provisions of this Article shall unless the Fund shall otherwise determine have power to co-opt on to such committee persons who are not members of the Fund. Any person co-opted on to any committee authorised hereunder shall hold office until the election of the Bishop's Council and Standing Committee next following his co-option or until the expiry of the period (if any) specified when he is co-opted whichever is the earlier and shall be eligible for re-co-option.

28. Without prejudice to and in extension of the powers mentioned in the last preceding clause, the Fund shall have power, subject to any provisions contained in any instrument creating special trusts, to delegate the whole or any of the powers of management vested in the Fund over the property subject to such trusts to Managers hereinafter called "Administrative Trustees" (the majority of whom shall be members of the Fund) appointed in such manner as may be provided in that instrument, or if such instrument contains no provision as to the appointment of Administrative Trustees, appointed in such manner and for such period as the Fund shall think fit, and where the Fund delegates the management of any property to Administrative Trustees, it shall be incumbent on the latter so long as they remain Administrative Trustees to the satisfaction of the Fund to pay and discharge any rent or other outgoings, charges or payments in respect of any property the subject of the trust, and to maintain, repair and execute any improvements that may be requisite to any such property, and to insure the same against loss or damage by fire, and, if so directed by the Fund, against loss or damage by aircraft, and to defray the costs and expenses, including fees paid to surveyors or agents, incurred by them in so doing, and in ascertaining that what

is required has been done, out of the income coming to their hands of the trust property, and, on their failure so to do, it shall be lawful for the Fund to revoke such delegation, and such delegation may also be revoked on the request of not less than two-thirds of the Administrative Trustees.

29. Upon its being determined that the Fund shall take over, carry on, or continue the work of the Bishop of London's Fund and of the London Diocesan Board of Finance, or any part of such work, and, upon the same respectively being taken over, the Fund may adopt the proceedings and accounts of the body from whom the work is taken over, and in particular may arrange for the financial year of the Fund being coincident with, and in continuation of, the financial year of the bodies whose work is taken over or either of them.

30. The Fund shall in each year prepare an annual report for submission to the Annual Meeting, and shall present the same to the Diocesan Conference, together with a duly audited statement of accounts, and shall also submit to the Diocesan Conference an estimate of necessary Diocesan expenditure for the ensuing year. It shall be part of the work of the Fund to take such steps as may be deemed necessary, with the authority of the Diocesan Conference, to raise such money as may be required to meet the needs set forth in the aforesaid estimate.

31. The Fund shall keep a Common Seal for its use, and the said seal shall be used in relation to the business or affairs of the Fund as any General Meeting of the Fund shall decide and not otherwise, and any document bearing the seal of the Fund and purporting to be attested by two members of the Fund and countersigned by the Secretary shall, in the absence of proof to the contrary, be deemed to be duly sealed by the Fund. There shall be two keys to the seal, which shall be kept by the Treasurer and Secretary respectively or by such other persons as may be appointed by the Fund for the purpose.

32. All the provisions (so far as applicable to the Fund) of sections 147 to 162 of the Companies Act 1948 relating to accounts and audit shall be duly observed.

33. All moneys received by the Fund shall be regularly paid into a banking account or banking accounts to be kept in the name of the Fund. All cheques on the said banking accounts shall be signed and countersigned as may from time to time be directed by the Fund.

34. The accounts and books of account of the Fund shall be kept at its registered office, and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed by the Fund in General Meeting, the same shall be open to inspection by the members of the Fund at all times during the usual business hours.

35. The Fund shall cause minutes to be made of the proceedings at any meeting of the Fund, of any Council of Management and committees and shall at all times cause a Register to be kept of the members with their respective last known places of abode.

36. A notice may be served by the Fund upon any member, either personally or by sending it through the post in a prepaid letter addressed to such member at his registered address as appearing in the register of members. Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give to the Fund an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but, save as aforesaid, only members described in the register of members by an address within the United Kingdom shall be entitled to receive notices. Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter.

37. No alteration or variation shall be made in these Articles of Association without the consent of the Diocesan Conference given by Resolution.

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THE LONDON DIOCESAN FUND

At an Extraordinary General Meeting of the Fund duly convened and held at 33 Bedford Square, London W.C.1. on 13th October, 1976 the following resolution which was proposed as a special resolution was passed

SPECIAL RESOLUTION

That Clause 4 of the Memorandum of Association of the Fund be deleted and the following clause be substituted therefore:-

4. The income and property of The London Diocesan Fund, whencesoever derived, after payment thereof of the costs, charges and expenses of an incidental to the formation and incorporation of the London Diocesan Fund, shall be applied solely towards the promotion of the objects of the Fund as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the members of the Fund or any of them: Provided that (subject as hereinafter mentioned) nothing herein contained shall prevent the payment in good faith (A) to clerical members of the Fund of grants proper expenses of office pensions or augmentation of stipend in accordance with the objects of the Fund as set forth in this Memorandum of Association, or (B) to any member of the Fund who shall hold any office under, or be employed by the Fund, of reasonable and proper remuneration in return for any services actually rendered by him, but so that:-

- (a) The members for the time being in receipt of any such grant or pension or holding any office or employment under the Fund in respect of which they receive salary shall never exceed one-fifth of the total number of the members of the Fund but so that the mere fact that a clerical member of the Fund may receive augmentation of stipend or payment of proper expenses of office from or through the agency of the Fund in common with and at the same level as other clergymen in the Diocese of London of the same category shall not bring him within this category of one-fifth.
- (b) If any meeting of the members of the Fund or of any committee of the Fund shall have before it for consideration or decision any question involving the remuneration of or the making, recommending, supplementing reducing of or otherwise affecting any grant pension or payment of expenses of office to any person or class of persons then any member of the Fund being present at such meeting who has a direct personal financial interest in the matter before the meeting shall forthwith declare his interest and shall (unless his said interest falls wholly within paragraph (1) of the proviso hereto) retire from the meeting for so long as such matter remains before the meeting.
Provided however that nothing herein contained shall prevent any of the following:
 - (1) A person who is an elected member (as distinct from an ex-officio or nominated member) and whose personal interest in the matter before the meeting consists only of his being a clergyman in receipt of a stipend or other remuneration at a level generally applicable to clergymen in the Diocese of London of the category of the member concerned being present at and voting at a meeting so long as the business before the meeting relating to such matter consists only of considering or deciding whether or not such stipends or remuneration generally should be augmented increased reduced or otherwise dealt with.
 - (2) The members present at a meeting requesting and permitting a person who but for this provision would be required to retire from the meeting to be present at such meeting for the sole purpose of giving the members present at the meeting advice on the matter in question but such member must be absent when any decision is made and shall not be entitled to vote.
 - (3) The payment of interest on money lent by any member of the Fund or of its Council of Management or Governing body at a rate per annum not exceeding 2 per cent. less than the minimum lending rate prescribed by the bank of England or 3 per cent. whichever is the greater and the payment of reasonable and proper rent for the premises demised or let by any member of the Fund or of its Council of Management or Governing body to the Fund.
 - (4) The repayment of out of pocket expenses including such reasonable travelling expenses incurred in attending meetings of or on behalf of the Fund or of any committee or committees thereof or otherwise in connection with the business of the Fund.
 - (5) Any payment to any company providing goods or services of which a member of the Fund may be a member holding not more than one-hundredth part of the capital and such member shall not be bound to account for any share of profits he may receive in respect of such payment.

Certified to be a true copy

B. Hayward
Secretary

The London Diocesan Fund

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THE COMPANIES ACTS 1908 to 1917

Memorandum
AND
Articles of Association
OF
THE LONDON DIOCESAN FUND
Incorporated the 29th day of June, 1918

Reprinted with alterations to 22nd June, 1971

MARKBYS,
MOOR HOUSE,
LONDON WALL,
LONDON, E.C.2.

Licence

BY THE BOARD OF TRADE

Pursuant to Section 20 of the Companies (Consolidation) Act 1908

WHEREAS it has been proved to the Board of Trade that THE LONDON DIOCESAN FUND which is about to be registered under the Companies Acts 1908 to 1917, as an Association limited by guarantee, is formed for the purpose of promoting objects of the nature contemplated by the 20th Section of the Companies (Consolidation) Act 1908, and that it is the intention of the said Association that the income and property of the Association whencesoever derived shall be applied solely towards the promotion of the objects of the Association as set forth in the Memorandum of Association of the said Association and that no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend or bonus or otherwise howsoever, by way of profit to the members of the said Association.

NOW, THEREFORE, the Board of Trade, in pursuance of the powers in them vested, and in consideration of the provisions and subject to the conditions contained in the Memorandum of Association of the said Association as subscribed by nine members thereof on the Twenty-fifth day of June 1918, do by this their licence direct THE LONDON DIOCESAN FUND to be registered with limited liability, without the addition of the word "Limited" to its name.

SIGNED by order of the Board of Trade this 27th day of June 1918.

H. A. PAYNE,
Comptroller of the Companies Department,
authorised in that behalf by the
President of the Board of Trade.



Certificate of Incorporation
OF
THE LONDON DIOCESAN FUND

I HEREBY CERTIFY that THE LONDON DIOCESAN FUND
(the word "Limited" being omitted by Licence of the Board of Trade)
is this day Incorporated under the Companies Acts 1908 to 1917,
and that the Company is Limited.

GIVEN under my hand, at London, this Twenty-ninth day of
June One thousand nine hundred and eighteen.

H. BIRTLES,
Registrar of Joint Stock Companies.

Fees and Deed Stamps, £7 : 5 : 0.



Certificate

*Under s. 87 (2) of the Companies (Consolidation) Act 1908 (8 Edw. 7, c. 69) that
a Company is entitled to commence business.*

I HEREBY CERTIFY that THE LONDON DIOCESAN FUND
(the word "Limited" being omitted by Licence of the Board of Trade)
which was incorporated under the Companies Acts 1908 to 1917
on the Twenty-ninth day of June 1918, and which has this day filed
a statutory declaration in the prescribed form that the conditions
of s. 87 (1) (a) and (b) of the Companies (Consolidation) Act 1908
have been complied with, is entitled to commence business.

GIVEN under my hand at London, this First day of July One
thousand nine hundred and eighteen.

H. BIRTLES,
Registrar of Joint Stock Companies.

Licence to hold Land

THE Board of Trade hereby license THE LONDON
DIOCESAN FUND to hold any lands required for carrying out
its objects not exceeding One hundred and fifty acres in the whole.

SIGNED by Order of the Board of Trade this 7th day of
May 1919.

H. M. WINEARLS,

Authorised in that behalf by the President
of the Board of Trade.

Memorandum of Association

OF

THE LONDON DIOCESAN FUND

1. The name of the Association is "THE LONDON DIOCESAN FUND".

2. The registered office of The London Diocesan Fund will be situate in England.

3. The objects for which The London Diocesan Fund is established are—

(A) To promote and assist the work and objects of the Church of England for the advancement of the Christian religion in the Diocese of London, whatever for the time being shall be the area of the Diocese called "the Diocese of London", and in particular to organise and provide funds for the following departments of the Church's work, viz.—

(1) Maintenance of the Clergy generally, including Bishops Suffragan, Incumbents, Assistant Curates and Clergy to labour in the Diocese generally under the Bishop's control, or to be confined in their operations to particular parishes.

(2) Erection and repair and endowment of Churches, Church Buildings, Schools, Mission Buildings, and Residences for Incumbents.

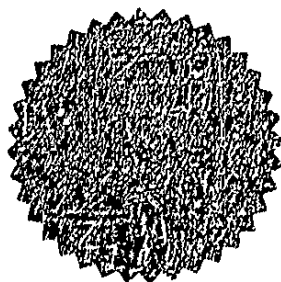
(3) Training of candidates for the Ministry, Clerical and Lay.

- (4) Provision of Scripture Readers, Mission Women and other Lay Agents.
 - (5) Provision of Pensions for the Clergy, and Lay Agents.
 - (6) Provision for widows, orphans and dependants of the Clergy, and for necessitous Clergy.
 - (7) Assistance towards endowment whether for Incumbencies or Curacies.
 - (8) Religious education of the young.
 - (9) Provision of expenses of Diocesan and central organisation.
 - (10) Provision for Residences for Curates and Lay Agents, Institutes, Halls, Social Clubs, Refuges and Homes, and the repair and endowment of the same.
 - (11) Such other objects, if any, as it may from time to time be found desirable to promote for strengthening the religious or other charitable work of the Church.
- (B) To enter into agreements with associations in connection with the Church of England carrying out in the Diocese of London or elsewhere any objects similar to any of the objects of The London Diocesan Fund, and to delegate any of its powers as may from time to time be provided by the Articles of Association.
- (C) To enter into any arrangements with the diocesan bodies or societies known as the Bishop of London's Fund and the London Diocesan Board of Finance, or either of them, or any other body having power to administer or apply any funds within the Diocese of London, or any part thereof (whether as part of a larger area or not), for any of the purposes for which The London Diocesan Fund has power to administer or apply funds, with reference to any of the funds or property held by them respectively, or any of their powers, duties, or trusts, and in particular to take over, carry on or continue and accept the delegation of any of the powers, duties, or trusts of any of the bodies or societies aforesaid, but so that the same be taken over, carried on or continued as part of the work or objects of the Church of England.

- (D) To raise, expend, invest and accumulate funds and income for the purposes aforesaid, and from time to time to determine, or assist in determining, the proportions in which such funds ought to be contributed in the several Rural Deaneries of the Diocese, and in the several parishes of each Rural Deanery.
- (E) To make grants or donations or annual payments to any association or body of persons established for charitable purposes only having any objects in connection with the Church of England similar to any of those of The London Diocesan Fund and carrying on work whether in the Diocese of London or elsewhere.
- (F) To pay officers, clerks and servants of The London Diocesan Fund, to make payments for insurance on their behalf, and to make provision for any person, or the widow or dependants of any person who has been in the employment of The London Diocesan Fund.
- (G) To raise and borrow money at interest for the purposes of The London Diocesan Fund on such terms and on such security (if any) as may be determined, and in particular by the issue of debentures or debenture stock, redeemable or otherwise, and to act as guarantors in respect of the raising of money for the advancement of any of the objects of the London Diocesan Fund.
- (H) To acquire and sell and dispose of houses and land of any tenure (subject to the provisions of Section 19 of the Companies (Consolidation) Act 1908) either in the name of The London Diocesan Fund or in the name or names of a Trustee or Trustees for the Fund.
- (I) To take over or co-operate with any organisation established for charitable purposes only, other than those hereinbefore mentioned or referred to, carrying on any work connected with the Church of England.
- (J) To act as the executors of any deceased person and to accept property of any kind and in any form, whether real or personal, to be held by The London Diocesan Fund, either alone or jointly with another or others, upon any public charitable trusts, whether already existing or newly created, connected with the Church of England and its work.

- (K) To apply, if The London Diocesan Fund shall by Special Resolution so decide, for a Royal Charter incorporating an association having objects similar to those of the present London Diocesan Fund, and upon such incorporation to transfer and commit the property, work and objects of the present Fund to the body incorporated by such Royal Charter.
- (L) To do all such other lawful things as are incidental or conducive to the attainment of the above objects.

Provided that, if the present area of the Diocese of London shall be altered, The London Diocesan Fund shall have power to apportion its funds, and to appropriate different parts thereof toward the work or objects of the Church of England in the several parts of the area now constituting the Diocese of London. Provided also that The London Diocesan Fund shall not support with its funds any object or endeavour to impose on or procure to be observed by its members or others any regulation, restriction or condition which, if an object of The London Diocesan Fund, would make it a Trade Union; Provided also that in case The London Diocesan Fund shall take or hold any property subject to the jurisdiction of the Board of Education or Charity Commissioners for England and Wales, The London Diocesan Fund shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law; and as regards any such property the members, managers or Trustees of The London Diocesan Fund shall be chargeable for such property as may come into their hands, and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such members or Trustees have been if no incorporation had been effected, and the incorporation of The London Diocesan Fund shall not diminish or impair any control or authority exercisable by the Chancery Division, the Board of Education or the Charity Commissioners over such members, managers or Trustees, but they shall as regards any such property be subject jointly and separately to such control and authority as if The London Diocesan Fund were not incorporated. In case The London Diocesan Fund shall take or hold any property which may be subject to any trusts, they shall only deal with the same in such manner as allowed by law having regard to such trusts.



John V. Perry
Secretary
 members

John V. Perry
 Secretary

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4. The income and property of The London Diocesan Fund, whencesoever derived, after payment thereof of the costs, charges and expenses of an incidental to the formation and incorporation of the London Diocesan Fund, shall be applied solely towards the promotion of the objects of the Fund as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the members of the Fund or any of them: Provided that (subject as hereinafter mentioned) nothing herein contained shall prevent the payment in good faith (A) to clerical members of the Fund of grants proper expenses of office pensions or augmentation of stipend in accordance with the objects of the Fund as set forth in this Memorandum of Association, or (B) to any member of the Fund who shall hold any office under, or be employed by the Fund, of reasonable and proper remuneration in return for any services actually rendered by him, but so that:-

- (a) The members for the time being in receipt of any such grant or pension or holding any office or employment under the Fund in respect of which they receive salary shall never exceed one-fifth of the total number of the members of the Fund but so that the mere fact that a clerical member of the Fund may receive augmentation of stipend or payment of proper expenses of office from or through the agency of the Fund in common with and at the same level as other clergymen in the Diocese of London of the same category shall not bring him within this category of one-fifth.
 - (b) If any meeting of the members of the Fund or of any committee of the Fund shall have before it for consideration or decision any question involving the remuneration of or the making, recommending, supplementing reducing of or otherwise affecting any grant pension or payment of expenses of office to any person or class of persons then any member of the Fund being present at such meeting who has a direct personal financial interest in the matter before the meeting shall forthwith declare his interest and shall (unless his said interest falls wholly within paragraph (1) of the proviso hereto) retire from the meeting for so long as such matter remains before the meeting.
- Provided however that nothing herein contained shall prevent any of the following:
- (1) A person who is an elected member (as distinct from an ex-officio or nominated member) and whose personal interest in the matter before the meeting consists only of his being a clergyman in receipt of a stipend or other remuneration at a level generally applicable to clergymen in the Diocese of London of the category of the member concerned being present at and voting at a meeting so long as the business before the meeting relating to such matter consists only of considering or deciding whether or not such stipends or remuneration generally should be augmented increased reduced or otherwise dealt with.
 - (2) The members present at a meeting requesting and permitting a person who but for this provision would be required to retire from the meeting to be present at such meeting for the sole purpose of giving the members present at the meeting advice on the matter in question but such member must be absent when any decision is made and shall not be entitled to vote.
 - (3) The payment of interest on money lent by any member of the Fund or of its Council of Management or Governing body at a rate per annum not exceeding 2 per cent. less than the minimum lending rate proscribed by the bank of England or 3 per cent. whichever is the greater and the payment of reasonable and proper rent for the premises demised or let by any member of the Fund or of its Council of Management or Governing body to the Fund.
 - (4) The repayment of out of pocket expenses including such reasonable travelling expenses incurred in attending meetings of or on behalf of the Fund or of any committee or committees thereof or otherwise in connection with the business of the Fund.
 - (5) Any payment to any company providing goods or services of which a member of the Fund may be a member holding not more than one-hundredth part of the capital and such member shall not be bound to account for any share of profits he may receive in respect of such payment.

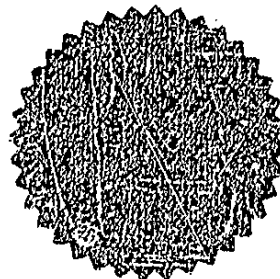
5. No addition, alteration or amendment shall be made to or in the regulations contained in the Articles of Association for the

John N. Perry

Members

P. H. Carey

Secretary



time being in force, unless the same shall have been previously submitted to and approved by the Board of Trade.

6. The fourth and fifth paragraphs of this Memorandum contain conditions on which a licence is granted by the Board of Trade to the Fund in pursuance of Section 20 of the Companies (Consolidation) Act 1908.

7. The liability of the members is limited.

8. Every member of the Fund undertakes to contribute to the assets of the Fund in the event of the same being wound up during the time that he is a member, or within one year afterwards, for payment of the debts and liabilities of the Fund contracted before the time at which he ceased to be a member, and of the costs, charges and expenses of winding up the same, and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required not exceeding £1.

9. If upon the winding up or dissolution of the Fund there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members of the Fund, but if and so far as effect can be given to the next provision shall be given or transferred to some other institution or institutions having objects similar or cognate to the objects of the Fund, and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Fund under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Fund at or before the time of dissolution, or in default thereof by such judge of the High Court of Justice as may have or acquire jurisdiction in the matter, and if and so far as effect cannot be given to such provision then to some charitable object in connection with the Church of England.

10. True accounts shall be kept of the sums of money received and expended by the Fund, and the matter in respect of which such receipt and expenditure take place, and of the property, credits and liabilities of the Fund, and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Fund for the time being, they shall be open to the inspection of the members. Once at least in every year the accounts of the Fund shall be examined and the correctness of the balance sheet ascertained by one or more competent Auditor or Auditors.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	
A. F. LONDON	The Right Reverend The Right Hon. ARTHUR FOLLY WINNINGTON INGRAM, D.D., Fulham Palace, London, S.W., Lord Bishop of London.
W. W. WILLESSEN	The Right Reverend WILLIAM WILLCOX PERRIN, D.D., 14, Frogna Gardens, Hampstead, N.W.3; Lord Bishop of Willesden.
HENRY E. J. BEVAN	The Venerable HENRY EDWARD JAMES BEVAN, the Rectory, Chelsea, London, S.W., Clerk in Holy Orders, Archdeacon of Middlesex.
F. N. THICKNESSE	The Reverend FRANCIS NORMAN THICKNESSE, 15, Grosvenor Street, London, W.1, Clerk in Holy Orders, Rector of St. George's, Hanover Square, Rural Dean of Westminster and Prebendary of St. Paul's.
E. GROSE HODGE	The Reverend EDWARD GROSE HODGE, The Vicarage, Paddington, W., Clerk in Holy Orders, Vicar of Paddington and Prebendary of St. Paul's.
FRANCIS LEITH BOYD	The Reverend FRANCIS LEITH BOYD, St. Paul's Vicarage, Wilton Place, London, S.W.1, Clerk in Holy Orders, Vicar of St. Paul's Knightsbridge and Prebendary of St. Paul's.
JOHN E. BANKES	The Right Hon. Sir JOHN ELDON BANKES, Royal Courts of Justice, and 45, Eaton Square, London, S.W., one of His Majesty's Lords Justices of Appeal.
EVELYN HUBBARD	The Hon. EVELYN HUBBARD, 17, St. Helen's Place, London, E.C.3, and 32, Draycott Place, London, S.W., Chairman of the Guardian Insurance Co.
J. R. RANDOLPH	JOSEPH RANDOLPH RANDOLPH, 2, Harcourt Buildings, Temple, London, E.C.4, King's Counsel.

DATED the 25th day of June 1918.

WITNESS to the above Signatures—

ROBT. C. NESBITT,
7, Devonshire Square, London, *Solicitor.*

Articles of Association

OF

THE LONDON DIOCESAN FUND

(Reprinted with alterations to 22nd June, 1971.)

I.—PRELIMINARY

1. For the purpose of registration the number of the members of The London Diocesan Fund is declared not to exceed 150 at the time of registration.

2. These Articles shall, subject as hereinafter mentioned, be construed with reference to the provisions of the Companies Acts 1908 to 1917, and terms used in these Articles shall be taken to have the same meanings as they have when used in those Acts.

3. The London Diocesan Fund is established for the purposes expressed in the Memorandum of Association.

4. The London Diocesan Fund shall consist of and be controlled and managed by the members thereof *ex officio*, elected, nominated and co-opted as hereinafter provided, and such members in their corporate capacity are hereinafter collectively referred to as the Fund.

II.—MEMBERS

5. With effect from 1st January, 1971 the members for the time being of the Fund shall (subject to the provisions of Article 6 hereof) be the members for the time being elected or nominated to or *ex officio* the members of the Bishop's Council and Standing Committee of the London Diocesan Synod who shall have agreed to become members of the Fund. The qualification, election and removal of members of the Fund shall therefore (subject as aforesaid) be governed by the Rules relating to the qualification, election and

Articles 5 and 6
adopted by Special
Resolution passed
on 10th December,
1970.

removal of members of the Bishop's Council and Standing Committee of the London Diocesan Synod.

6. The Fund shall at all times have a lay majority. If at any time any vacancy or vacancies shall occur which give rise to an equality of lay and clerical members or to a lay minority, no clerical member shall be elected or nominated, as the case may be, to fill such vacancy or vacancies until such time as there shall be a lay majority of the Fund unless, in the case of the election or nomination of several members together, there shall be a lay majority as the result of such election or nomination.

7. Every person qualified to be a member of the Fund shall become a member upon signing either the register of members or a written consent to become a member, and such signing shall be deemed to be an acceptance of office.

8. The provisions of subsections (1) and (2) of section 185 of the Companies Act 1948 shall not apply in relation to the Fund.

9. The Fund may act notwithstanding any vacancy in the number of members.

III.—GENERAL MEETINGS

10. A General Meeting, to be called "the Annual General Meeting", shall be held once in every year on such day, not being more than fifteen months after the holding of the preceding Annual General Meeting, and at such place as the Fund in General Meeting may appoint. Other General Meetings shall (subject as hereinafter mentioned) be held at such intervals as the Fund shall determine.

11. The Secretary may in cases of urgent necessity, with the sanction of three members of the Fund, and shall upon a requisition made in writing and signed by any seven or more members of the Fund, convene a General Meeting.

12. Any requisition made by members of the Fund shall express the object of the meeting proposed to be called, and shall be left at the registered office of the Fund.

13. Upon the receipt of such requisition the Secretary shall forthwith proceed to convene a General Meeting, and if he does not convene the same within twenty-one days from the date of

receipt of such requisition, the members making such requisition may themselves convene a General Meeting.

14. Subject to the provisions of the Companies Act 1948 relating to Special Resolutions, twenty-one days' notice at the least of every Annual General Meeting and fourteen days' notice at the least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of meeting, and the general nature of the business to be transacted, shall be given in manner hereinafter mentioned to all members and other persons entitled to receive such notices; but with the consent of all the members entitled to receive notices thereof, or of such proportion thereof as is prescribed by the said Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those members may think fit. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any meeting.

15. Any member may, on giving to the Secretary not less than five days' notice in that behalf, submit any motion to a meeting of the Fund, and notice thereof shall be given to the members thereof respectively by the Secretary.

16. At a General Meeting, unless the Fund otherwise decide, ten members shall be a quorum, and no business shall be transacted at any General Meeting unless a quorum be present at such meeting.

17. If within half an hour from the time appointed for a meeting a quorum be not present no meeting shall take place except that in the case of an Annual General Meeting it shall stand adjourned to the same day in the next week at the same time and place, and if at such adjourned Annual General Meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.

18. At every General Meeting all matters which come under the consideration of such meeting (except such matters as must be dealt with by Special or Extraordinary Resolution, or as by the regulations, standing orders, or by-laws for the time being in force, require some other majority) shall be decided by a simple majority of votes of the members personally present and voting.

Articles 19 and 20
adopted by Special
Resolution passed
on 10th December,
1970.

19. The Chairman of the Fund shall be *ex officio* the Bishop of London. The Fund shall from time to time elect a Treasurer who shall also be the Vice-Chairman and who shall be a layman of recognised position and experience, to act for a period not exceeding twelve calendar months from the date of his election.

20. At any General Meeting the Chairman or in his absence the Vice-Chairman shall preside as Chairman of such Meeting. If neither the Chairman nor the Vice-Chairman is present at any meeting, the members present shall choose one of their members to be Chairman. The Chairman of the Meeting shall, in case the votes at any General Meeting are equally divided, be entitled to a second or casting vote. Such Chairman may with the consent of the Meeting adjourn any Meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left undisposed of at the Meeting at which the adjournment took place.

21. Every member, except as provided in paragraph 20 hereof, shall have one vote and one vote only and votes shall in all cases be given personally and not by proxy.

IV.—APPOINTMENT OF VICE-PRESIDENTS, TRUSTEES AND OFFICERS OF THE FUND

22. The Fund may from time to time appoint and remove any persons as vice-presidents, trustees or in any other capacity not involving executive authority, for the purpose of strengthening the work of the Fund as a whole, and may direct that any subscribers or other persons promoting the work of the Fund may, without being members of the Fund, be associated therewith under any designation they may think fit.

23. The Fund may appoint and at discretion remove or suspend such Officers, Secretaries, Treasurers, Accountants, Clerks, Agents and Servants for permanent, temporary or special services as the Fund from time to time think fit, and determine their duties, and fix their salaries or emoluments, and require security in such instances and to such amount as they think fit.

V.—POWERS OF THE FUND

24. The Fund may from time to time make, vary and repeal regulations, standing orders and by-laws for the regulation and

conduct of the business and affairs of the Fund, its officers, servants and the members or any section thereof, but so that such regulations, standing orders and by-laws shall not be inconsistent with the regulations of the Fund contained in its Memorandum and Articles of Association, or amount to such an addition to or alteration of the Articles of Association as could only legally be made by Special Resolution and in accordance with Clause 5 of the Memorandum of Association. Provided that in case there shall at any time be any conflict between the Articles of Association and the standing orders and by-laws, the provisions of the Articles of Association shall prevail.

25. The Fund shall, under the direction of the Diocesan Conference, increase or diminish its numbers from time to time subject however to the provisions of the Diocesan Board of Finance Measure 1925, and of these Articles, and shall generally comply with any lawful directions given to the Fund from time to time by the Diocesan Conference.

26. The members for the time being of the Fund shall constitute the Governing Body of the Fund with power to exercise all or any of the powers contained in the Articles of Association of the Fund, including the power of delegation. The members in their capacity as the Governing Body of the Fund shall have power to meet together for the despatch of business, adjourn and otherwise regulate their Meetings as they shall think fit. The quorum for such Meetings shall be determined from time to time by the Members in their capacity as the Governing Body of the Fund and failing such determination ten Members present in person shall constitute a quorum.

Article 26
adopted by Special
Resolution passed
on 22nd June,
1971.

27. There shall be a Finance Committee and the Fund shall have power to delegate to the Finance Committee and to any other committee of the Fund in respect of which the Fund shall resolve that the same shall be capable of having delegated powers, (such committees to be composed wholly or partly of members of the Fund but the members of the Fund to be always in the majority) such powers and duties of the Fund as the Fund shall deem appropriate including the power to make, revoke, and alter by-laws not inconsistent with the Memorandum of Association nor amounting to such an addition to or alteration of the Articles of Association as could only legally be made by a Special Resolution and in accordance with Clause 5 of the Memorandum of Association. In setting up any such committee the Fund shall ensure that not less than half of the members are of the laity and shall have regard to the importance of ensuring adequate representation of the elected clergy. At all times the Fund shall have power to deprive the Finance Committee and all

Article 27
Adopted by Special
Resolution passed
on 10th December,
1970.

other committees of all or any of the powers aforesaid or to qualify or attach conditions to the exercise of any such powers. The Archdeacons of the Diocese of London shall be *ex officio* members of all committees having or capable of having delegated powers.

Subject to the above requirement that the members of the Fund shall be always in the majority:—

- (a) The Bishop of London for the time being shall have power to nominate such persons (whether members of the Fund or not as the Bishop shall think fit) to be members of the Finance Committee but not exceeding such number as the Fund shall from time to time decide.
- (b) Each committee appointed by the Fund under the provisions of this Article shall unless the Fund shall otherwise determine have power to co-opt on to such committee persons who are not members of the Fund. Any person co-opted on to any committee authorised hereunder shall hold office until the election of the Bishop's Council and Standing Committee next following his co-option or until the expiry of the period (if any) specified when he is co-opted whichever is the earlier and shall be eligible for re-co-option.

28. Without prejudice to and in extension of the powers mentioned in the last preceding clause, the Fund shall have power, subject to any provisions contained in any instrument creating special trusts, to delegate the whole or any of the powers of management vested in the Fund over the property subject to such trusts to Managers hereinafter called "Administrative Trustees" (the majority of whom shall be members of the Fund) appointed in such manner as may be provided in that instrument, or if such instrument contains no provision as to the appointment of Administrative Trustees, appointed in such manner and for such period as the Fund shall think fit, and where the Fund delegates the management of any property to Administrative Trustees, it shall be incumbent on the latter so long as they remain Administrative Trustees to the satisfaction of the Fund to pay and discharge any rent or other outgoings, charges or payments in respect of any property the subject of the trust, and to maintain, repair and execute any improvements that may be requisite to any such property, and to insure the same against loss or damage by fire, and, if so directed by the Fund, against loss or damage by aircraft, and to defray the costs and expenses, including fees paid to surveyors or agents, incurred by them in so doing, and in ascertaining that what

is required has been done, out of the income coming to their hands of the trust property, and, on their failure so to do, it shall be lawful for the Fund to revoke such delegation, and such delegation may also be revoked on the request of not less than two-thirds of the Administrative Trustees.

29. Upon its being determined that the Fund shall take over, carry on, or continue the work of the Bishop of London's Fund and of the London Diocesan Board of Finance, or any part of such work, and, upon the same respectively being taken over, the Fund may adopt the proceedings and accounts of the body from whom the work is taken over, and in particular may arrange for the financial year of the Fund being coincident with, and in continuation of, the financial year of the bodies whose work is taken over or either of them.

30. The Fund shall in each year prepare an annual report for submission to the Annual Meeting, and shall present the same to the Diocesan Conference, together with a duly audited statement of accounts, and shall also submit to the Diocesan Conference an estimate of necessary Diocesan expenditure for the ensuing year. It shall be part of the work of the Fund to take such steps as may be deemed necessary, with the authority of the Diocesan Conference, to raise such money as may be required to meet the needs set forth in the aforesaid estimate.

31. The Fund shall keep a Common Seal for its use, and the said seal shall be used in relation to the business or affairs of the Fund as any General Meeting of the Fund shall decide and not otherwise, and any document bearing the seal of the Fund and purporting to be attested by two members of the Fund and countersigned by the Secretary shall, in the absence of proof to the contrary, be deemed to be duly sealed by the Fund. There shall be two keys to the seal, which shall be kept by the Treasurer and Secretary respectively or by such other persons as may be appointed by the Fund for the purpose.

32. All the provisions (so far as applicable to the Fund) of sections 147 to 162 of the Companies Act 1948 relating to accounts and audit shall be duly observed.

33. All moneys received by the Fund shall be regularly paid into a banking account or banking accounts to be kept in the name of the Fund. All cheques on the said banking accounts shall be signed and countersigned as may from time to time be directed by the Fund.

34. The accounts and books of account of the Fund shall be kept at its registered office, and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed by the Fund in General Meeting, the same shall be open to inspection by the members of the Fund at all times during the usual business hours.

35. The Fund shall cause minutes to be made of the proceedings at any meeting of the Fund, of any Council of Management and committees and shall at all times cause a Register to be kept of the members with their respective last known places of abode.

36. A notice may be served by the Fund upon any member, either personally or by sending it through the post in a prepaid letter addressed to such member at his registered address as appearing in the register of members. Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give to the Fund an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but, save as aforesaid, only members described in the register of members by an address within the United Kingdom shall be entitled to receive notices. Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter.

37. No alteration or variation shall be made in these Articles of Association without the consent of the Diocesan Conference given by Resolution.