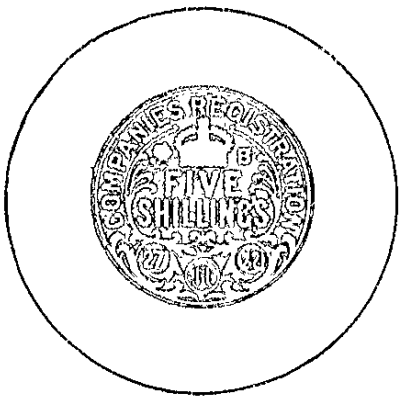
COMPANIES ACTS, 1908 to 1917.



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

DECLARATION of Compliance with the requirements 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 Exeter Diocesan Board of Finance ~~Limited~~.

REGD. 170003 27 NOV 1922

PUBLISHED AND SOLD BY
WATERLOW & SONS LIMITED,
LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,
LONDON WALL AND BIRCHIN LANE LONDON.

Presented for filing by Robert C Nesbitt of the firm of Markby Stewart & Wadesons 7 Devonshire Square E.C.2

27 NOV 1922

[41]

I Robert Chancellor Nesbitt

of No 7 Devonshire Square in the City

of London

Do solemnly and sincerely declare that I am [a] a Solicitor

of the High Court engaged in the

formation

of Exeter Diocesan Board of Finance

~~Limited~~, and That all the requirements 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."

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

Declared at 3 Devonshire Square in the City of London

the 23rd day of November

one thousand nine hundred and [illegible]

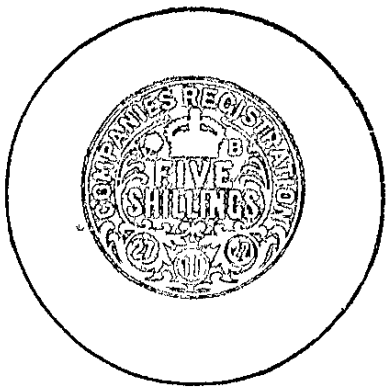
Before me,

[illegible]

A Commissioner for Oaths.

Robt. C. Nesbitt

COMPANIES' ACTS, 1908 to 1917.



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

CONSENT to act as ~~Director~~ Member of Exeter Diocesan Board of Finance

~~Limited~~,

to be signed and filed pursuant to S. 72 (1) (i) of the Companies (Consolidation) Act, 1908 (8 Edw. 7 Ch. 69).

REGISTRATION
170005
27 NOV 1922

PUBLISHED AND SOLD BY

WATERLOW & SONS LIMITED,

LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,

LONDON WALL AND BIRCHIN LANE, LONDON.

Presented for filing by Robert C Nesbitt of the firm of Markby Stewart & Wadesons 7 Devonshire Square EC2

[42]

To the Registrar of Joint Stock Companies:—

(a) Here insert: "I" or "We."
(b) Here insert: "My" or "Our."

(a) We, the undersigned, hereby testify (b) our consent to act as ~~Director~~ Members of the Exeter Diocesan Board of Finance ~~Limited~~,

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

* If a Director signs by "his agent authorised in writing," the authority must be produced and a copy filed.

*Signature.	Address.	Description.
Lo Exon	The Palace, Exeter	Lord Bishop of Exeter.
Robert E. Crediton	The Close, Exeter	Lord Bishop of Crediton, Archdeacon of Barnstaple, and Canon of Exeter Cathedral.
H. A. Gamble	The Deanery, Exeter	Dean of Exeter.
F. Heyton Leake	The Close, Exeter	Archdeacon of Totnes and Canon of Exeter Cathedral.
Douglas M. Jarch.	The Close, Exeter	Canon of Exeter Cathedral.
W. T. M. Snow.	The Close Exeter	Solicitor.
J. M. C. Smith	The Exeter Bank Exeter	Bank Manager.

Dated this 20 day of November 1922.

THE COMPANIES ACTS, 1908 to 1917.

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

LIST of the Persons who have consented to be ~~Directors~~ Members of

The Exeter Diocesan Board of Finance

~~Limited~~,

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

170004

27 NOV 1922

PUBLISHED AND SOLD BY

WATERLOW & SONS LIMITED,

LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,

LONDON WALL, LONDON.

Presented for filing by Robert C. Nesbitt of the firm of Markby Stewart & Wadesons 7 Devonshire Square, E.C. 2

27 NOV 1922

To the Registrar of Joint Stock Companies:—

(a) Here insert "I" or "We."

(a) I, 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 Exeter Diocesan Board of Finance ~~Limited.~~

Name.	Address.	Description.
The Lord Rupert William Ernest Gascoyne-Cecil	The Palace Exeter	Lord Bishop of Exeter
Robert Edward Trefusis	The Close Exeter	Lord Bishop of Crediton Archdeacon of Barnstaple Canon of Exeter Cathedral.
Henry Reginald Gamble	The Deanery Exeter	Dean of Exeter
Thomas Newton Lecke	The Close Exeter	Archdeacon of Totnes and Canon of Exeter Cathedral.
Douglas McLaren	The Close Exeter	Canon of Exeter Cathedral
William Thomas Munby Snow	The Close Trefusis Exeter Bank Exeter	Solicitor Bank Manager
G. A. C. Drake		

Signature, Address and Description of Applicant for Registration.

Robt. C. Nesbitt Solr.
of Markby Stewart & Wadesons
7 Devonshire Square E.C.2

Dated this 23rd day of November 1929.

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 EXETER DIOCESAN BOARD OF FINANCE"

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 Seven members thereof on the Twentieth day of NOVEMBER 1922, do by this their licence direct

"THE EXETER DIOCESAN BOARD OF FINANCE"

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 Twenty-first day of NOVEMBER 192 2 .

H. M. Winearls.

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

100091

The Companies Acts 1908 *to* 1917.

COMPANY LIMITED BY GUARANTEE AND NOT FOR PROFIT.

REGISTRATION 176007
27 NOV 1922

144227
Exeter Diocesan Trust

Memorandum of Association

OF

THE EXETER DIOCESAN BOARD OF FINANCE.

1. The name of the Association (in this Memorandum for brevity called "the Board") is "THE EXETER DIOCESAN BOARD OF FINANCE."

2. The registered office of the Board will be situate in England.

3. The objects for which the Board is established are as follows (that is to say)—To do all or any of the following things for the purpose of attaining the ends of the Board, if and so far as allowed by law, and subject to the observance and performance of whatever may be required by law in order legally to carry out the same :—

(A) To promote and assist the work and purposes of the Church of England in the Diocese of Exeter whatever for the time being shall be the area of the Diocese called the Diocese of Exeter or called by any name which shall hereafter be substituted for the present name of the Diocese (which Diocese, by whatever name the same may be called, is hereinafter referred to as "the Diocese of Exeter") and in particular to organise and provide funds in aid of the work of the Church and for the following essential departments of the Church's work, viz. :—

I. Training for the Ministry, Clerical and Lay.

II. Maintenance of the Ministry, Clerical and Lay, including the securing sites for and the erection, repair and upkeep of parsonage houses and clergy houses.

III. Provision of pensions for the Ministry.

IV. Provisions for Widows and Orphans of the Clergy and for necessitous Clergy and their wives and children.

V. Securing desirable sites for and the erection and repair of Churches, Chapels, Church buildings, mission rooms, Church halls, hostels and other buildings, whether temporary or otherwise to be used for or in connection with any of the objects of the Board.

VI. Religious education in all its branches, including the acquisition of buildings and of sites for and the building, equipment, improvement and repair of Church of England Schools and Colleges.

VII. Provision of expenses of Diocesan and central organisation.

With such additions to and modifications of the departments aforesaid as from time to time may be expedient for the better carrying forward of the Church's work, and to aid and further (in such manner as may be approved by a resolution of the Diocesan Conference or Synod of the Diocese of Exeter and afterwards sanctioned by the Bishop for the time being of the said Diocese) the objects and work of the Church of England in any part of England and Wales outside the said Diocese or beyond the borders of England and Wales, or any Mission or Church or body of Christians in communion therewith beyond such borders.

(B) 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.

(C) To enter into agreements with associations in connection with the Church of England carrying out in the Diocese of Exeter or elsewhere within the borders of England and Wales any objects similar to any of the objects of this Board and to delegate any of its powers as may from time to time be provided by the Articles of Association.

(D) To enter into any arrangements with the several diocesan bodies or societies of the said Diocese known as the Exeter Diocesan Trust, or any other body having power to administer or apply any funds within the Diocese of Exeter or any part thereof (whether as part of a larger area or not) for any of the purposes for which the Board 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 on the request of any such body as aforesaid to take over, carry on or continue any of its powers, duties or trusts.

(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 Board and whether in the Diocese of Exeter or elsewhere within the borders of England and Wales.

(F) To pay officers, clerks and servants of the Board, to make payments for insurance on their behalf, and to make provision for any person or the widow of any person who has been in the employment of the Board.

(G) To raise and borrow money at interest or otherwise for the purposes of the Board on such terms and on such security (if any) as may be determined, and in particular by an 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 Board.

(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 Board, or any body of persons, the aid or benefit of which is within the objects of the Board.

(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 Board or in the name or names of a Trustee or Trustees for the Board.

(J) To acquire by any means whatsoever and hold and administer advowsons, rights of patronage, nomination and presentation of and to churches, chapels and benefices, and as and when occasion shall arise to exercise all rights of whatsoever nature belonging or incident to such advowsons, rights of patronage, nomination and presentation in such manner as the Board may determine, with power to delegate the exercise of any such right or any such determination to any council or committee of whom the majority shall be members of the Board or to any members or member of the Board, whether generally or in any particular case or class of cases; and (but not without the consent in writing of the Bishop of the Diocese) to dispose of in any manner whatsoever all or any of such advowsons or rights of patronage, nomination and presentation.

(K) To take over or co-operate with or make grants to any organisation other than those hereinbefore mentioned or referred to carrying on any work connected with the Church of England in the said Diocese or any part thereof.

(L) 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 Board either alone or jointly with another or others upon any trusts, whether already existing or newly created, connected with the Church of England, but subject as to land to the provisions of Section 19 of the Companies (Consolidation) Act 1908.

(M) To apply, if the Board shall by Special Resolution so decide, for a Royal Charter incorporating an association having objects similar to those of the present

Board, and upon such incorporation to transfer and commit the property, work and objects of the present Board to the body incorporated by such Royal Charter.

(N) In the event of a partition or alteration of the boundaries of the Diocese of Exeter as at present existing, to appropriate such part as the Board shall think fit of the property held for the general purposes of the Board to similar purposes within the area by such partition or alteration separated from the Diocese of Exeter as at present existing, and to make over such appropriated part to any Diocesan Board of the Diocese in which the area so separated is comprised as Trustee, or to any such trustees as the Board shall think fit, and to declare the trusts of the property so made over: Provided that the trusts to be so declared shall, as far as may be, be of the same character, except as regards the area for which they are to be administered and the body to administer the same, as the trusts and provisions applicable thereto under these presents. And as to any property held on special trusts affecting any area so separated as aforesaid or any part thereof, to deal with the same (so far as the law allows) in a corresponding manner.

(O) To do all such other lawful things as are incidental or conducive to the attainment of the above objects: Provided that the Board 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 Board, would make it a trade union: Provided also that in case the Board shall take or hold any property subject to the jurisdiction of the Board of Education or Charity Commissioners for England and Wales the Board 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 or trustees of the Board 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 Board 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 or trustees but they shall as regards any such property be subject jointly and separately to such control and authority as if the Board were not incorporated. In case the Board shall take or hold any property which may be subject to any trusts, the Board 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 Board whencesoever derived shall be applied solely towards the promotion of the objects of the Board 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 Board: Provided that (subject as hereinafter mentioned) nothing herein contained shall prevent the payment in good faith (A) to clerical members of the Board of grants and pensions, such grants and pensions being in accordance with the objects of the Board as set forth in this Memorandum of Association, or (B) to any member of the Board who shall hold any office under or be employed by the Board of reasonable and proper remuneration in return for any services actually rendered by him, but so that (1) unless and until a Committee of Management or Governing Body of the Board shall be set up for the management and control of the affairs of the Board, 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 Board, (B) after any such Committee of Management or Governing Body of the Board 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 or committees 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 Board, or of any Council of Management or Governing Body of the Board which may be set up, or of any Committee of the Board 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 £6 per cent. per annum on money lent or reasonable and proper rent for premises demised or let by any member to the Board, or (2) the repayment of out-of-pocket expenses, including such reasonable travelling expenses incurred in attending meetings of or on behalf of the Board or of any Council or Governing Body which may be set up by the Board, or of any Committee or Committees thereof, or otherwise in connection with the business of the Board 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 Board 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 Board in pursuance of Section 20 of the Companies (Consolidation) Act 1908.

7. The liability of the members is limited.

8. Every member of the Board undertakes to contribute to the assets of the Board 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 Board 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 Board, 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 Board, 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 Board, 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 Board under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Board 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 Board, and the matters in respect of which such receipts and expenditure take place, and of the property, credits and liabilities of the Board, 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 Board for the time being, they shall be open to the inspection of the members. Once at least in every year the accounts of the Board shall be examined and the correctness of the balance sheet ascertained by one or more properly qualified 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.

SIGNATURES.	NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.
W. Exeter.	The Lord Rupert William Ernest Sascoyne-Cecil, The Palace Exeter, Lord Bishop of Exeter.
Robert E. Crediton.	Robert Edward Trefusis, The Close Exeter Lord Bishop of Crediton, Archdeacon of Barnstaple and Canon of Exeter Cathedral.
H. R. Gamble	Henry Reginald Gamble, The Deanery, Exeter Dean of Exeter.
T. Newton Lecke	Thomas Newton Lecke, The Close Exeter, Archdeacon of Totnes and Canon of Exeter Cathedral.
Douglas McLaren.	Douglas McLaren, The Close, Exeter, Canon of Exeter Cathedral.
William Snow	William Thomas Mumby Snow, The Close Exeter, Solicitor.
G. A. Drake	George Arthur Cranch Drake The Exeter Bank Exeter. Bank Manager.

Dated the 20th day of November 1922.

Witness: Edgar Hay Hay,
Plymtree Rectory, near Cullompton,
Rector of Plymtree &
Prebendary of Exeter Cathedral,

10174

186001

170008
27 NOV 1922

The Companies Acts 1908 *to* 1917.

COMPANY LIMITED BY GUARANTEE AND NOT FOR PROFIT.

Articles of Association

OF

THE EXETER DIOCESAN BOARD OF FINANCE.

I.—PRELIMINARY.

1. For the purpose of registration the number of the members of the Exeter Diocesan Board of Finance (hereinafter called "the Board") is declared not to exceed 120 at the time of registration.

2. These Articles shall 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 Board is established for the purposes expressed in the Memorandum of Association, and in particular to promote the organisation of finance for the purposes of the Church of England in the Diocese of Exeter whatever for the time being shall be the area of the Diocese called the Diocese of Exeter, or called by any name which shall hereafter be substituted for the present name of the Diocese (which Diocese, by whatever name the same may be called, is hereinafter referred to as "the Diocese of Exeter").

II.—MEMBERS.

4. The following persons shall be qualified to be members of the Board, viz.:—

(A) The Lord Bishop of Exeter for the time being (who shall be President of the Board if and whilst a

member thereof), the Dean of Exeter for the time being, the Archdeacons for the time being of the Archdeaconries of the said Diocese, the Canons Residentiary and the Registrar of the said Diocese, the Honorary Secretaries for the time being of the Exeter Diocesan Conference and the elected representatives for the time being of the Diocese in the National Assembly.

(B) Forty other persons of whom eight shall be clergy and thirty-two laymen all to be elected by the Diocesan Conference or Synod for the time being of the said Diocese (hereinafter referred to as "the Diocesan Conference") such persons to be elected for a period corresponding with the period for which the Conference electing them is appointed.

(C) Fifty other persons to be elected by the Ruri-decanal Conferences of the said Diocese, two of such persons (one clergy and one layman) being elected by the Ruri-decanal Conference of each of the Rural Deaneries in the said Diocese except the Rural Deaneries of Christianity and the Three Towns, which Deaneries may each elect four persons (being two clergy and two laymen), such persons to be elected for a period corresponding with the period for which the Conference electing them is appointed.

(D) Not more than five other persons to be nominated by the Bishop of Exeter for the time being by writing under his hand communicated to the Board.

(E) The Honorary Treasurer, the Honorary Secretary and the Honorary Assistant Secretaries of the Board, if any, if not otherwise members.

(F) Any person elected or nominated as hereinafter provided to fill a vacancy in the number of the elected or nominated members.

(G) Such other and such number of persons to be elected in such manner and for such period as the Diocesan Conference shall from time to time direct.

5. Each of the members elected by the Diocesan Conference shall be either a member of such Conference or a person who would be eligible for election to such Conference; and each person elected by a Ruri-decanal Conference shall be either a member of such Conference or a person who would be eligible for election to such Conference.

6. Any vacancy in the number of the elected members shall be filled by the election of the Board, except in the case of vacancies occurring by reason of the expiration of the period for which such members were elected, but the person elected to fill the vacancy shall be elected only for the residue of the period for which the person whose place he is to take was elected.

7. Persons nominated as members by the Bishop of Exeter for the time being may be so nominated for any period not exceeding three years from the time of nomination, and any vacancy in the number of the persons so nominated may be filled up by the nomination of the said Bishop.

8. Every person qualified to be a member of the Board shall become a member upon signing within one calendar month after election or such further time as the Board shall determine 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.

9. The following forty persons having been elected in the year 1922 by the Diocesan Conference, such of them as shall within three calendar months from the date of the incorporation of the Board either sign the Register of Members or a written consent to become members shall be deemed to be the original members elected by the Diocesan Conference :—

CLERICAL.

The Rev. Prebendary Edgar Hay Hay
The Rev. Thomas Sole Rundle
The Rev. Stanley Daws Dewey
The Rev. William Thomas Wellacott
The Rev. Prebendary Herbert Mark Johnson
The Rev. Frank Maxwell Wallington
The Rev. George Smith Thorpe
The Rev. Prebendary John Heywood-Waddington

LAY.

Walter Richard Haighton Chappel
Richard Every
Percy John Kendall
Sir Francis George Newbolt, K.C.
Sir Robert Hunt Stapylton Dudley Lydston Newman, Bart., M.P.
William Thomas Munby Snow
John Stocker
William Townsend
Admiral Sir William Alison Dyke Acland, Bart., C.V.O.
Captain Edmund Thomas Chivers Bower
Henry Richard Patton Brooke
The Right Hon. The Viscount Hambleden
Major Sir Robert Caradoc Hamilton, Bart.
Arthur George Sampson
Henry Sydney Seymour
Joseph Cluse Stackhouse
John Reginald Chichester
John Samuel Champion Davis
The Right Hon. The Earl Fortescue, K.C.B.
George Frederick Lefroy
Colonel Richard Arthur Moore-Stevens
Captain John Charles Fanshawe Royle
Edwyn John Slade-King, M.D.
Hugh Nicholas Granville Stucley
Joseph Pearce Brown
Ernest Crews
Orlando James Henry Davis
Sydney Carlile Davis
Gower Alfred Hardy
William Henry May
Thomas Parker
James Alfred Pearce

and each of them shall be entitled to continue a member until the first meeting of the Diocesan Conference which shall be held in or after the year 1924.

10. The following fifty persons having been elected in the year 1922 by the respective Ruri-decanal Conferences mentioned opposite their respective names, such of them as shall within three calendar months from the date of the incorporation of the Board

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

Deanery.	Clerical Member.	Lay Member.
Aylesbeare ..	The Rev. John Henry Hopkinson, D.D.	Charles John Foss
Cadbury	" Prebendary Walter Montgomery Smith-Dorrien	George Arthur Nock
Christianity ..	" Hubert Gaster Chalk	Edwin Thirlwall England
	" Prebendary Frank William Gegg	William Wilkinson Pine
Collumpton ..	" Edwin Spencer Chalk ..	Harry Vodden
Honiton	" The Hon. Frederick Leslie Courtenay	Malcolm Couper Gibb
Kenn	" John Henry Snow	Henry Hawkins Turner
Ottery	" Edward Charles Nightingale	Bertram Stansbury
Tiverton	" Fitzwilliam Carter	Frederic Bazley Fisher
Holsworthy ..	" William James Holman ..	John Henry Lashbrook
Ipplepen	" Robert Duins Cooke	Edmund Ford Kent
Moreton	" John Leathby Nightingale ..	Robert Mackay Ellis
Okehampton ..	" Joseph Symes Hyson	Major Robert Hamilton Goodwin
Totnes	" William Thomas Wellacott ..	Henry Paige
Woodleigh ..	" Vincent Young	Lionel Bury Wells
Barnstaple ..	" Charles Wilfred Gwennap Moore	Charles William Brannam
Chulmleigh ..	" Augustin Florence McCarthy	Sir Henry Sulivan Hartnoll
Hartland	" Gerald George Payne-Cook ..	Joseph Deas
Shirwell	" Reginald Walter Oldham ..	John Ward Holman
South Molton ..	" Stanley Pelham Scott.. ..	William Mountjoy
Torrington ..	" Cecil Vaughan Wansbrough ..	Major William Reginald Arnold
Plympton ..	" Nathaniel Nicholas Lewarne	George Arthur Ley Woollcombe
Tavistock	" George Smith Thorpe ..	Arthur Charles Echalaz
Three Towns ..	" Harold Henry Matthew ..	Orlando James Henry Davis
	" Trevor David Thomas ..	Colonel Henry Browse-Scaife

and each of them shall be entitled to continue a member until the first meeting of the Diocesan Conference which shall be held in or after the year 1924.

11. The following persons having been nominated by the Bishop of Exeter—

General Sir Claude Bray, K.C.M.G.
Dudley John Campbell Bush
The Rev. Reginald Lakeman Collins
George Arthur Cranch Drake
John Mayo Houghton

such of them as shall either sign the Register of Members or a written consent to be members shall be members until the date mentioned in Articles 9 and 10.

12. Membership shall cease and determine in manner following, that is to say:—As to members being the Bishop of Exeter, the Dean of Exeter, the Archdeacons, Canons, Registrar, Treasurer, Secretaries and Assistant Secretaries aforesaid, upon death, resignation or ceasing to hold their respective offices, and as to any other member upon his dying or resigning or upon the expiration of the period for which he was elected or nominated; and any member may resign his membership at any time by giving to the Secretary of the Board at least seven days' notice in writing of his intention to resign at the date stated in such notice.

13. Every member other than the Bishop, the Dean, the Archdeacons, Canons, Registrar, Treasurer, Secretaries and Assistant Secretaries aforesaid shall be eligible for re-election or re-nomination as the case may be and shall except in the case of death or resignation hold office as a member until his successor is elected or nominated.

14. The Board may act notwithstanding any vacancy in the number of members.

15. The first Secretary of the Board shall be the Rev. Prebendary Edgar Hay Hay.

III.—GENERAL MEETINGS.

16. The first General Meeting of the Board shall be held at such time not being less than one calendar month nor more than three calendar months after the incorporation of the Board, and at such place as the Bishop of Exeter 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 Board in General Meeting may appoint. Other General Meetings shall (subject as hereinafter mentioned) be held at such intervals as the Board shall determine.

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

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

19. 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.

20. 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 accidental omission to send such notice to or the non-receipt of such notice by any member shall not invalidate the proceedings of any General Meeting.

21. At a General Meeting, unless the Board otherwise decide, fifteen members shall be a quorum, and no business shall be transacted at any General Meeting unless a quorum be present at such meeting.

22. If within half an hour from the time appointed for a meeting a quorum be not present the meeting shall be dissolved.

23. 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 bye-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.

24. The Board shall from time to time elect a Chairman, to act for a period not exceeding twelve calendar months from the date of his election. The Board shall also from time to time appoint an Honorary or Paid Treasurer and Honorary or Paid Secretary, and may from time to time appoint such Honorary or Paid Assistant Secretaries as it shall think fit.

25. At any General Meeting the Bishop of Exeter for the time being, if a member of the Board, or, in his absence, the Chairman, shall preside as Chairman of such meeting. If neither the Bishop of Exeter nor the Chairman 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.

26. Every member, except as provided in Article 25, shall have one vote and one vote only, and votes shall in all cases be given personally by show of hands. No vote shall be given by proxy, nor shall any member or members be entitled to demand a poll.

IV.—APPOINTMENT OF OFFICERS.

27. The Board may appoint and at discretion remove or suspend such officers, clerks, agents and servants for permanent, temporary or special services as the Board 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 BOARD, &c.

28. The Board may from time to time make, vary and repeal regulations, standing orders and bye-laws for the regulation and conduct of the business and affairs of the Board, its officers servants and the members or any section thereof, but so that such regulations, standing orders and bye-laws shall not be inconsistent with the regulations of the Board 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 bye-laws, the provisions of the Articles of Association shall prevail.

29. The Board may, under the direction of the Diocesan Conference, increase its numbers from time to time.

30. The Board shall have power to delegate any of its powers to a council or to committees of whom the majority shall be members of the Board, and to give to such council or committees like powers of delegation, including power to make, revoke and alter bye-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 Board shall always have power to deprive any such council or committee or delegates of

all or any of the powers aforesaid, and the Board may also from time to time appoint and remove any persons as Trustees or in any other capacity not involving executive authority for the purpose of strengthening the Board as a whole, and may direct that any subscribers or other persons promoting the work of the Board may, without being members of the Board, be associated therewith under any designation that may seem fit. In particular the Board may, subject to the provisions of the Memorandum of Association, delegate any of its powers as to the administration of any advowsons and rights of patronage, nomination and presentation and the exercise of any rights in respect thereof and the management of the Board's business in relation thereto and the determination of all questions in regard thereto and as to the acquisition of and disposal (but as to disposal not without the consent in writing of the Bishop of the Diocese) of any such advowsons and rights to any such council or committee as aforesaid.

31. Without prejudice to and in extension of the powers mentioned in the last preceding clause, the Board 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 Board over the property subject to such trusts to Managers hereinafter called "Administrative Trustees" (the majority of whom shall be members of the Board) 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 Board shall think fit, and where the Board 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 Board 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 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, or on the Board being dissatisfied with their action in the matter, it shall be lawful for the Board to revoke such delegation, and such delegation may also be revoked on the request of not less than two-thirds of the Administrative Trustees.

32. The Board 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 Board 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.

33. The Board shall forthwith provide a Common Seal for the Board, and the said seal shall be used in relation to the business or affairs of the Board as any General Meeting of the Board shall decide, and any document bearing the seal of the Board and purporting to be attested by two members of the Board shall in the absence of proof to the contrary be deemed to be duly sealed by the Board.

34. 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 as if "first General Meeting" were substituted for "Statutory Meeting."

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

36. The accounts and books of account of the Board 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 Board in General Meeting the same shall be open to inspection by the members of the Board at all times during the usual business hours.

37. The Board shall cause minutes to be made of the proceedings at any meeting of the Board, and shall at all times cause a register to be kept of the members with their respective last known places of abode, in accordance with Section 25 of the Companies (Consolidation) Act 1908.

38. A notice may be served by the Board 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 Exeter, 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.

SIGNATURES.	NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.
W Exon,	The Lord Rupert William Ernest Sacoyne-Cecil, The Palace Exeter Lord Bishop of Exeter.
Robert E. Crediton.	Robert Edward Trefusis, The Close Exeter, Lord Bishop of Crediton, Archdeacon of Barnstaple and Canon of Exeter Cathedral.
W. A. Gamble	Henry Reginald Gamble, The Deanery, Exeter Dean of Exeter,
J. Newton Leake	Thomas Newton Leake, The Close Exeter, Archdeacon of Totnes and Canon of Exeter Cathedral.
Douglas McLaren	Douglas McLaren, The Close, Exeter, Canon of Exeter Cathedral
W. T. M. Snow.	William Thomas Munby Snow, The Close Exeter Solicitor.
G. A. C. Brake	George Arthur Francis Brake, The Exeter Bank Exeter, Bank Manager.

Dated the 20th day of November 1922.

Witness: Edgar Hay Hay,
Plymtree Rectory, near Cullompton,
Rector of Plymtree & Prebendary of Exeter Cathedral.

Memorandum

AND

Articles of Association

OF

THE EXETER DIOCESAN BOARD OF FINANCE.

Incorporated the ____ *day of* ____ 1922.

ROBT. C. NESBITT,
Of the Firm of
MARKBY, STEWART & WADESONS,
7 Devonshire Square,
Bishopsgate, E.C.2.

The Solicitors' Law Stationery Society, Ltd., Law and Company Printers,

DUPLICATE FOR THE FILE.

No. 186001

Certificate of Incorporation

I Hereby Certify, That the Exeter Diocesan Board of Finance (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-seventh day of November One Thousand Nine Hundred and twenty-two.

Fees and Deed Stamps £ 7. 5. 4.

Stamp Duty on Capital £ -

A. Campbell-Taylor

Assistant Registrar of Joint Stock Companies.

Certificate received by H. Dowse for Markby Stewart & Wadisons 7 Gresham Square E.C. 2.

Date 30th Nov. 1922

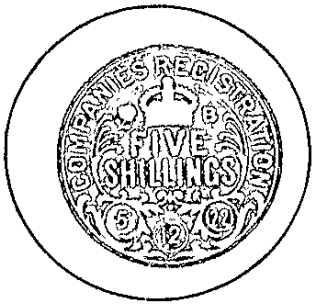
A. 4

Certificate No. 186601

C.A. 5a.
14-3-21.

THE COMPANIES ACTS 1908 TO 1917.

REGISTERED
173189
4 DEC 1922



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

Declaration made on behalf of The Exeter Diocesan Board of Finance ~~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 AND BIRCHIN LANE, LONDON.

Presented for filing by Robert C Nesbitt
of the firm of Markby Stewart & Wadesons
7 Devonshire Square E.C 2

I The Reverend Prebendary Edgar Hay Hay
of Church House Exeter

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

being (a) Secretary of the
Exeter Diocesan Board of Finance

~~Limited,~~

W.T.M.S.

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 subscription 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.~~

W.T.M.S.

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 The close
in the City of Exeter
the 1st day of December
one thousand nine hundred and twenty two
before me.

W.T.M. Sc[illegible]
A Commissioner for Oaths.

Edgar Hay Hay.

DUPLICATE FOR THE FILE.

No. 186001.

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

Exeter Diocesan Board of Finance

which was incorporated under the Companies Acts, 1908 to 1917, on the twenty-seventh day of November 1922, 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 fourth day of December One Thousand Nine Hundred and twenty-two.

H. Little

Registrar of Joint Stock Companies.

Certificate received by H. Dowse Clerk to Markby Stewart & Wadesons 1 Devonshire Square E.C.2

Date 7th December 1922.

No. of Certificate 186,001

"The Companies Acts, 1908 to 1917"

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL.

(COPY)

Special Resolution

(Pursuant to The Companies (Consolidation) Act, 1908, Sections 13 and 69)

OF

THE EXETER DIOCESAN BOARD OF FINANCE.

Passed 20th April, 1928. *Confirmed 11th May, 1928.*

3220
24 MAY 1928

At an Extraordinary General Meeting of the Members of the ~~above-named~~ Company, duly convened, and held at The Chapter House, Exeter, in the County of Devon, on the 20th day of April, 1928, 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 11th day of May, 1928, the following SPECIAL RESOLUTION was duly confirmed:—

"That as from the date of the confirmation of this Resolution the Articles of Association already approved by The Exeter Diocesan Board of Finance and by the Board of Trade and for the purpose of identification subscribed by the Chairman of The Exeter Diocesan Board of Finance be and the same are hereby adopted as the Articles of Association of The Exeter Diocesan Board of Finance in substitution for, and to the exclusion of, all the existing Articles thereof."

Walter Hillett
Secretary.

Filed with the Registrar of Companies, on the 24th day of May, 1928.

JORDAN & SONS, LIMITED,
COMPANY REGISTRATION AGENTS, PRINTERS, AND PUBLISHERS,
CHANCERY LANE, LONDON, W.C. 2, AND 13 BROAD STREET PLACE, E.C. 2.—135050

Presented for filing by:-

JORDAN & SONS, LIMITED
REGISTRATION
24 MAY 1928

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.

SIGNATURES.	NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.
W. EXON	THE LORD RUPERT WILLIAM ERNEST GASCOYNE-CECIL, The Palace, Exeter, Lord Bishop of Exeter.
ROBERT E. CREDITON	ROBERT EDWARD TREFUSIS, The Close, Exeter, Lord Bishop of Crediton, Archdeacon of Barnstaple and Canon of Exeter Cathedral.
H. R. GAMBLE ..	HENRY REGINALD GAMBLE, The Deanery, Exeter, Dean of Exeter.
T. NEWTON LEEKE ..	THOMAS NEWTON LEEKE, The Close, Exeter, Archdeacon of Totnes and Canon of Exeter Cathedral.
DOUGLAS McLAREN ..	DOUGLAS McLAREN, The Close, Exeter, Canon of Exeter Cathedral.
W. T. M. SNOW ..	WILLIAM THOMAS MUNBY SNOW, The Close, Exeter, Solicitor.
G. A. C. DRAKE ..	GEORGE ARTHUR CRANCH DRAKE, The Exeter Bank, Exeter, Bank Manager.

Dated the 20th day of November 1922.

Witness: EDGAR HAY HAY,
Plymtree Rectory, near Cullompton,
Rector of Plymtree and
Prebendary of Exeter Cathedral.

The Companies Acts 1908 *to* 1917.

COMPANY LIMITED BY GUARANTEE AND NOT FOR PROFIT.

Articles of Association

OF

THE EXETER DIOCESAN BOARD OF FINANCE.

I.—PRELIMINARY.

1. For the purpose of registration the number of the members of the Exeter Diocesan Board of Finance (hereinafter called "the Board") was declared not to and did not exceed 120 at the time of registration and under the Articles as subsequently amended to conform with the Diocesan Boards of Finance Measure 1925 is declared not to exceed 150 in addition to the Bishop.

2. These Articles shall 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 Board is established for the purposes expressed in the Memorandum of Association, and in particular to promote the organisation of finance for the purposes of the Church of England in the Diocese of Exeter whatever for the time being shall be the area of the Diocese called the Diocese of Exeter, or called by any name which shall hereafter be substituted for the present name of the Diocese (which Diocese, by whatever name the same may be called, is hereinafter referred to as "the Diocese of Exeter").

II.—MEMBERS.

4. The following persons shall be qualified to be members of the Board, viz. :—

(A) The Lord Bishop of the Diocese of Exeter for the time being (hereinafter referred to as the Bishop) who shall be *ex officio* President and a Member of the Board, one Suffragan Bishop of the Diocese of Exeter (to be nominated by the Bishop), the Dean of Exeter for the time being, the Archdeacons for the time being of the Archdeaconries of the Diocese of Exeter, the Registrar of the Diocese of Exeter, one of the Honorary Secretaries for the time being of the Exeter Diocesan Conference (to be nominated by them), the Proctors in Convocation for the Diocese of Exeter, and the elected lay representatives for the time being of the Diocese of Exeter in the National Assembly.

(B) The Honorary Treasurer and the Honorary Secretary of the Board.

(C) Twenty-four other persons of whom twelve shall be clergy and twelve laymen to be elected by and from the Diocesan Conference for the time being of the Diocese of Exeter (hereinafter referred to as "the Diocesan Conference"), three of each from each of the four Archdeaconries, such persons to be elected for a period corresponding with the period for which the Conference electing them is appointed.

(D) Sixty-nine other persons to be elected by the Ruri-decanal Conferences of the Diocese of Exeter, three of such persons (one clergy and two laymen) being elected by the Ruri-decanal Conference of each of the Rural Deaneries in the Diocese of Exeter, such persons to be elected for a period corresponding with the period for which the Conference electing them is appointed.

(E) Not more than four other persons to be nominated by the Bishop by writing under his hand communicated to the Board.

(F) Any person elected or nominated as hereinafter provided to fill a vacancy in the number of the elected or nominated members.

(G) Such other and such number of persons to be elected in such manner and for such period as the Diocesan Conference shall from time to time direct, provided always that the total number of Members of the Board (in addition to the Bishop) does not exceed 150, not less than three-fourths of whom shall be elected by the Diocesan or Ruri-decanal Conferences; and that not less than two-thirds of the elected Members of the Board shall be Members of the Diocesan Conference and that a majority of the Members of the Board shall be laymen.

5. Each of the members elected by the Diocesan Conference shall be either a member of such Conference or a person who would be eligible for election to such Conference; and each person elected by a Ruri-decanal Conference shall be either a member of such Conference or a person who would be eligible for election to such Conference. One of the elected representatives of each Rural Deanery shall be appointed the Board's Treasurer for the Rural Deanery, either by the Ruri-decanal Conference or by his colleagues as the Ruri-decanal Conference shall determine, and two at least of the three persons elected by each Rural Deanery shall be members of the Diocesan Conference.

6. Any vacancy in the number of the elected members shall be filled by the election of the Board, except in the case of vacancies occurring by reason of the expiration of the period for which such members were elected, but the person elected to fill the vacancy shall be elected only for the residue of the period for which the person whose place he is to take was elected.

7. Persons nominated as members by the Bishop may be so nominated for any period not exceeding the expiration of the period for which the Diocesan Conference during whose term they are nominated is appointed, and any vacancy in the number of the persons so nominated may be filled up by the nomination of the said Bishop.

8. Every person qualified to be a member of the Board shall become a member upon signing within six calendar months after election or such further time as the Board shall determine 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.

9. Membership shall cease and determine in manner following, that is to say:—As to members being the Bishop, the Dean of Exeter, the Archdeacons, Registrar, Treasurer, and Secretaries aforesaid, upon death, resignation or ceasing to hold their respective offices, and as to any other member upon his dying or resigning or upon the expiration of the period for which he was elected or nominated; and any member may resign his membership at any time by giving to the Secretary of the Board at least seven days' notice in writing of his intention to resign at the date stated in such notice.

10. Every elected or nominated member shall be eligible for re-election or re-nomination as the case may be and shall except in the case of death or resignation hold office as a member until his successor is elected or nominated.

11. The Board may act notwithstanding any vacancy in the number of members.

III.—GENERAL MEETINGS.

12. The first General Meeting of the Board shall be held at such time not being less than one calendar month nor more than three calendar months after the incorporation of the Board, and at such place as the Bishop of Exeter 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 Board in General Meeting may appoint. Other General Meetings shall (subject as hereinafter mentioned) be held at such intervals as the Board shall determine. Provided always that failing determination by the Board as to the date of their next meeting this shall be determined by the Chairman.

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

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

15. 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.

16. 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 accidental omission to send such notice to or the non-receipt of such notice by any member shall not invalidate the proceedings of any General Meeting.

17. At a General Meeting, unless the Board otherwise decide, fifteen members shall be a quorum, and no business shall be transacted at any General Meeting unless a quorum be present at such meeting.

18. If within half an hour from the time appointed for a meeting a quorum be not present the meeting shall be dissolved.

19. 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 bye-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.

20. The Board shall from time to time elect a Chairman and one or more Vice-Chairmen. The Board shall also from time to time appoint an Honorary or Paid Treasurer and Honorary or Paid Secretary, and may from time to time appoint such Honorary or Paid Assistant Secretaries as it shall think fit.

21. At any General Meeting the Bishop, or, in his absence, the Chairman, or in his absence, the Vice-Chairman, shall preside as Chairman of such meeting. If neither the Bishop, nor the Chairman, nor the Vice-Chairman 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.

22. Every member, except as provided in Article 21, shall have one vote and one vote only, and votes shall in all cases be given personally by show of hands. No vote shall be given by proxy, nor shall any member or members be entitled to demand a poll.

IV.—APPOINTMENT OF OFFICERS.

23. The Board may appoint and at discretion remove or suspend such officers, clerks, agents and servants for permanent, temporary or special services as the Board 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 BOARD, &c.

24. The Board may from time to time make, vary and repeal regulations, standing orders and bye-laws for the regulation and conduct of the business and affairs of the Board, its officers, servants and the members or any section thereof, but so that such regulations, standing orders and bye-laws shall not be inconsistent with the regulations of the Board 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 bye-laws, the provisions of the Articles of Association shall prevail.

25. The Board may, under the direction of the Diocesan Conference, increase or diminish its numbers from time to time, but so that the membership of the Board conforms with the provisions of the Diocesan Boards of Finance Measure 1925, and provided that the total number of members of the Board does not exceed 150 in addition to the Bishop.

26. The Board shall have power to delegate any of its powers to a council or to committees of whom the majority shall be members of the Board, and to give to such council or committees like powers of delegation, including power to make, revoke and alter bye-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 Board shall always have power to deprive any such council or committee or delegates of all or any of the powers aforesaid, and the Board may also from time to time appoint and remove any persons as Trustees or in any other capacity not involving executive authority for the purpose of strengthening the Board as a whole, and may direct that any subscribers or other persons promoting the work of the Board may, without being members of the Board, be associated therewith under any designation that may seem fit. In particular the Board may, subject to the provisions of the Memorandum of Association, delegate any of its powers as to the administration of any advowsons and rights of patronage, nomination and presentation and the exercise of any rights in respect thereof and the management of the Board's business in relation thereto and the determination of all questions in regard thereto and as to the acquisition of and disposal (but as to disposal not without the consent in writing of the Bishop) of any such advowsons and rights to any such council or committee as aforesaid.

27. Without prejudice to and in extension of the powers mentioned in the last preceding clause, the Board 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 Board over the property subject to such trusts to Managers hereinafter called "Administrative Trustees" (the majority of whom shall be members of the Board) 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 Board shall think fit, and where the Board 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 Board 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 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, or on the Board being dissatisfied with their action in the matter,

it shall be lawful for the Board to revoke such delegation, and such delegation may also be revoked on the request of not less than two-thirds of the Administrative Trustees.

28. The Board 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 Board 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.

29. The Board shall forthwith provide a Common Seal for the Board, and the said seal shall be used in relation to the business or affairs of the Board as any General Meeting of the Board shall decide, and any document bearing the seal of the Board and purporting to be attested by two members of the Board shall in the absence of proof to the contrary be deemed to be duly sealed by the Board.

30. 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 as if "first General Meeting" were substituted for "Statutory Meeting."

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

32. The accounts and books of account of the Board 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 Board in General Meeting, the same shall be open to inspection by the members of the Board at all times during the usual business hours.

33. The Board shall cause minutes to be made of the proceedings at any meeting of the Board, and shall at all times cause a register to be kept of the members with their respective last known places of abode, in accordance with Section 25 of the Companies (Consolidation) Act 1908.

34. A notice may be served by the Board 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 Exeter, 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.

Thos Kennaway.
Chairman.

Number of Certificate } 186001

[Form No. 11.

"THE COMPANIES ACTS, 1908 to 1917."

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A CAPITAL DIVIDED INTO SHARES.

A Companies' Fee Stamp to be impressed here

Notice of Increase in the Number of Members

OF

The Exeter Diocesan Board of Finance

~~LIMITED.~~

Pursuant to Section 44 of The Companies (Consolidation) Act, 1908.

(See Page 2 of this Form.)

51231—6.19

TELEGRAMS: "CERTIFICATE, FLEET, LONDON." TELEPHONE NUMBER: HOLBORN 246.

JORDAN & SONS, LIMITED,

Company Registration Agents, Printers, Publishers, and Stationers,

116 & 117 CHANCERY LANE, LONDON, W.C. 2,

and 13 BROAD STREET PLACE, E.C. 2.

REGISTERED 86992 1 JUN 1928

Presented for filing by

JORDAN & SONS, LIMITED REGISTRATION AGENTS 116/117B CHANCERY LANE, LONDON 1 JUN. 1928

SECTION 44 OF THE COMPANIES (CONSOLIDATION) ACT, 1908.

44.—(1) Where a Company having a Share Capital, whether its Shares have or have not been converted into Stock, has increased its Share Capital beyond the registered Capital, and where a Company not having a Share Capital has increased the Number of its Members beyond the registered number, it shall give to the Registrar of Companies, in the case of an Increase of Share Capital, within Fifteen Days after the passing, or in the case of a Special Resolution the confirmation, of the Resolution authorising the Increase, and in the case of an Increase of Members within Fifteen Days after the Increase was resolved on or took place, Notice of the Increase of Capital or Members, and the Registrar shall record the Increase.

(2) If a Company makes default in complying with the requirements of this Section it shall be liable to a fine not exceeding Five Pounds for every day during which the default continues, and every Director and Manager of the Company who knowingly and wilfully authorises or permits the default shall be liable to the like penalty.

Notice of Increase in the Number of Members

OF

The Exeter Diocesan Board of Finance

~~Limited~~

To THE REGISTRAR OF JOINT STOCK COMPANIES.

The above-named Company hereby gives you notice, in accordance with Section 44 of The Companies (Consolidation) Act, 1908, that by a Resolution of the Company dated the 11th day of May 1928, the Number of Members of the Company has been Increased by the addition thereto of thirty Members beyond the present Registered Number of one hundred & twenty.

Signature [illegible]

Description Secretary

Dated the 30th day of May 1928.

*** This Notice should be signed by the Manager or Secretary of the Company.

[Form No. 11.

"The Companies Acts, 1908 to 1917."

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A CAPITAL DIVIDED INTO SHARES.

NOTICE OF INCREASE

IN THE

NUMBER OF MEMBERS

OF

.....

.....

LIMITED.

186001/70

ANNUAL GENERAL MEETING OF THE EXETER DIOCESAN
BOARD OF FINANCE

HELD ON 22ND APRIL, 1949.

SPECIAL RESOLUTION.

By a special resolution of the Board it is hereby resolved that as from the date of this meeting the following sub-title and new Article be inserted immediately after Article 11 so as to form part of the Articles of Association of the Exeter Diocesan Board of Finance.

REGISTRARS
21 JUL. 1949

RETIREMENT OF MEMBERS.

11. (A) A person may be appointed, elected or re-elected a Member although at the date of such appointment, election or re-election he may have attained the age of seventy or any other given age; and no Member shall be required to retire or vacate his office by reason of his attaining or having attained the age of seventy or any other given age and no special notice need be given of any resolution for the re-appointment or appointment or approving the appointment as a Member of a person who shall have attained the age of seventy or any other given age and it shall not be necessary to give to the Board notice of the age of any Member, person or persons proposed to be re-appointed as a Member.

W. Gabriel Harris.
Secretary.

A 3114
THE EXETER DIOCESAN BOARD OF FINANCE
21 JUN 1949

186001/117

OCATION OF LICENCE GRANTED BY THE BOARD OF TRADE

The Secretary of State in exercise of his powers .er subsection (5) of Section 19 of the Companies Act, 8, hereby revokes the licence granted by the Board of de under Section 20 of the Companies (Consolidation) , 1908 to THE EXETER DIOCESAN BOARD OF FINANCE directing t the said Association be registered with limited bility without the addition of the word "Limited" to s name.

Dated this Fourteenth day of December 1970

An Assistant Secretary,
Department of Trade & Industry

#186001/118

THE COMPANIES ACTS 1948 TO 1967

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

Special Resolution

OF

The Exeter Diocesan Board of Finance Limited

Passed the 13th day of February 1971

At an EXTRAORDINARY GENERAL MEETING of the members of THE EXETER DIOCESAN BOARD OF FINANCE LIMITED, duly convened, and held on the 13th day of FEBRUARY 1971, the following Resolution was passed as a SPECIAL RESOLUTION:—

RESOLUTION

"That the Articles of Association of THE EXETER DIOCESAN BOARD OF FINANCE LIMITED be and are hereby rescinded and that the new Articles of Association numbered 1 to 63 be and are hereby substituted therefor and that for the purposes of identification a copy of such new Articles shall be attached to the Minute Book and certified in writing by the Chairman of the said Board as being a true copy thereof."

Chairman.

Jordan & Sons Limited Company Registration Agents Printers & Publishers Wilco House 82 City Road London EC1Y 2BX

JORDAN & SONS LTD REGISTRATION AGENTS

15 APR 1971

THE COMPANIES ACTS 1948 TO 1967

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

Articles of Association

OF

The Exeter Diocesan Board of Finance Limited

(Adopted by Special Resolution passed on the 13th day of February 1971)

INTERPRETATION

1. In these Articles:—

" the Act " means the Companies Act of 1948.

" the seal " means the common seal of the Board.

" secretary " means any person appointed to perform the duties of the secretary of the Board.

" the United Kingdom " means Great Britain and Northern Ireland.

" the Diocese " means whatever for the time being shall be the area of the Diocese called the Diocese of Exeter.

" the Board " means the Exeter Diocesan Board of Finance Limited.

" the Diocesan Synod " shall mean the Diocesan Synod for the time being of the Diocese.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including reference to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.

Unless the context otherwise requires, words or expressions used in these Articles shall bear the same meanings as in the Act.

2. For the purpose of registration the number of members is declared not to exceed 150. The Board may from time to time register an increase in the number of its members whenever the Diocesan Synod may consider it necessary to do so.

MEMBERS OF THE BOARD

3. Subject to Article 2 the following persons shall be qualified to be members of the Board:—

(A) The Lord Bishop of the Diocese for the time being (hereinafter referred to as " the Bishop ") who shall be ex-officio president and a member of the Board and the Archdeacons for the time being of the Archdeaconries of the Diocese of Exeter.

(B) Twelve members of the house of Clergy of the Diocesan Synod three members being elected by the representatives of each Archdeaconry which shall constitute separate electoral areas for this purpose.

(C) Twenty-three lay members being one from each Deanery Synod in the Diocese elected from amongst the members elected by that Synod to the Diocesan Synod.

(D) Not more than four other persons to be nominated by the Bishop in writing under his hand communicated to the Board.

(E) Not more than three other persons co-opted by the Board provided always that not less than three-fourths of the total members of the Board shall be elected by the Diocesan or Deanery Synods and not less than two-thirds of such elected or appointed persons shall be members of the Diocesan Synod and a majority of the members of the Board shall be laymen.

(F) Any member of the Board shall be eligible to be re-elected or re-co-opted. No person shall be elected, co-opted, or nominated as a member of the Board who is not a communicant member of the Church of England, but so that any person elected, co-opted or nominated to membership in accordance with these Articles shall be deemed to have been duly elected, co-opted or nominated unless and until a certificate under the hand of the Bishop for the time being of the Diocese shall have been left at the registered office of the Board 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 its being so left operate to effect the removal from membership of the person to whom it applies.

4. Any casual vacancy in the number of the elected or co-opted members of the Board may be filled by the Board in General Meeting but the person nominated to fill the vacancy shall continue a member only for the residue of the period for which the person whose place he is to take was elected or co-opted.

5. Every person qualified to be a member of the Board shall become a member upon giving a written consent to become a member.

6. The Diocesan Synod shall have power by resolution to direct and from time to time to alter the mode in which members of the Board to be elected by the Diocesan Synod shall be elected and a certificate of the result of such election, signed or purporting to be signed by the person who is or appears to be the Secretary for the time being of the Diocesan Synod and delivered to the Secretary of the Board, shall be sufficient evidence of such result and of the validity of the election.

7. Membership of the Board shall cease and determine in manner following, that is to say: As to ex-officio members, upon death, resignation or ceasing to hold their respective offices, and as to any other member upon his death, or resignation or removal

pursuant to Article 3 or upon the expiration of the period for which he was appointed, and any member may resign his membership at any time by giving to the Secretary of the Board at least seven days' notice in writing of his intention to resign at the date stated in such notice.

8. Every member of the Board other than an ex-officio member, shall be eligible for re-election or re-co-option, as the case may be and shall, except in the case of death or resignation, continue to be a member until his successor is elected or co-opted.

GENERAL MEETINGS OF THE BOARD

9. The Board shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it: and not more than fifteen months shall elapse between the date of one annual general meeting of the Board and that of the next.

10. All general meetings other than the annual general meetings shall be called extraordinary general meetings.

11. The Board may, whenever it thinks fit, convene an extraordinary general meeting and extraordinary general meetings shall also be convened on such requisition, or in default, may be convened by such requisitionists, as provided by Section 132 of the Act.

NOTICE OF GENERAL MEETINGS

12. An annual general meeting and a meeting called for the passing of a special resolution shall be called by twenty-one days' notice in writing at the least, and a meeting of the Board other than an annual general meeting or a meeting for the passing of a special resolution shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served, and of the day for which it is given, and shall specify the place, the day and the hour of the meeting, and in case of special business, the general nature of that business, and shall be given, in manner hereinafter mentioned, or in such manner, if any, as may be prescribed by the Board in general meeting, to such persons (including the Auditors) as are, under the Articles of the Board or the Act, entitled to receive such notices from the Board.

Provided that a meeting of the Board shall, notwithstanding that it is called by shorter notice than that specified in this Article be deemed to have been duly called if it is so agreed—

(A) in the case of a meeting called as the annual general meeting by all members entitled to attend and vote thereat; and

(B) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together representing not less than ninety-five per cent of the total voting rights at that meeting of all the members.

13. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting, by any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

14. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of the consideration of the accounts and balance sheet and the reports of the Executive Committee and Auditors, and the appointment of, and the fixing of the remuneration of, the Auditors.

15. No business shall be transacted at any general meeting unless a quorum of members of the Board is present at the time when the meeting proceeds to business; save as herein otherwise provided, seven members present in person shall be a quorum.

16. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Board shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place or to such other day and at such other time and place as the Chairman may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall be a quorum.

17. At the first general meeting of the Board following the adoption of these Articles, and subsequently at the next general meeting after each triennial election of the Diocesan Synod a member of the Board shall be elected Chairman, and each Chairman so elected shall hold office until the next general meeting at which an election takes place. During his term of office the Chairman shall preside as Chairman at every general meeting of the Board, subject to the provisions of Article 18 hereof. In the event of the death or permanent mental or physical incapacitation of the Chairman, or if the Chairman shall notify the Board in writing of his wish to resign from such post, the Board may at its next general meeting elect a temporary Chairman who shall hold office until the end of the term of office of the deceased or outgoing Chairman. A retiring Chairman may offer himself for re-election.

18. If there is no such Chairman, or if he shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act the members present shall elect one of their number to be Chairman of the meeting.

19. The Chairman, may with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the 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 unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

20. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded—

(A) by the Chairman: or

(B) by at least three members of the Board present in person.

Unless a poll be so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously or by a particular majority, or lost or not carried by a particular majority and an entry to that effect in the book containing the minutes of proceedings of the Board shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.

21. Except as provided in Article 23 if a poll is duly demanded it shall be taken in such manner as the Chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

22. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.

23. A poll demanded on the election of a Chairman, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

24. Subject to the provisions of the Act (including the provisions relating to special and extraordinary resolutions) a resolution in writing signed by all the members of the Board, for the time being entitled to receive notice of and to attend and vote thereon in general meeting shall be as valid and effective as if the same had been passed at a general meeting of the Board duly convened and held.

VOTES OF MEMBERS OF THE BOARD

25. Except as provided in Article 22 every member of the Board entitled to vote shall have one vote and one vote only, and votes shall in all cases be given personally and not by proxy.

THE EXECUTIVE COMMITTEE

26. The business of the Board shall be managed by an Executive Committee. Unless and until otherwise determined by the Board in general meeting the Executive Committee shall consist of all the members of the Board and all the members thereof shall be Directors for all the purposes of the Act.

27. The Chairman of the Board shall be Chairman of the Executive Committee.

28. If the Board shall reduce the number of the members of the Executive Committee below the number of the members of the Board it shall at its next meeting and subsequently at its first meeting after each triennial election of the Diocesan Synod elect the members of the Executive Committee provided that every member thereof shall be a member of the Board and that the ex-officio members of the Board shall remain in office as members of the Executive Committee.

29. A retiring member shall be eligible for re-election.

30. The Board shall have power, at any time and from time to time, to appoint any member of the Board to be a member of the Executive Committee to fill a casual vacancy. Any member so appointed shall hold office only until the next triennial elections of the Diocesan Synod and shall then be eligible for re-election.

31. The Board may by ordinary resolution of which special notice has been given in accordance with Section 142 of the Act, remove any member of the Executive Committee before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Board and such member.

DISQUALIFICATION OF MEMBERS OF THE EXECUTIVE COMMITTEE

32. A member of the Executive Committee shall vacate his office if he:—

(A) becomes bankrupt or makes any arrangement or composition with his creditors generally; or

(B) becomes prohibited from being a Director by reason of any order made under Section 188 of the Act; or

(C) becomes of unsound mind; or

(D) resigns his office by notice in writing to the Board; or

(E) ceases for any cause to be a member of the Board; or

(F) is directly or indirectly interested in any contract with the Board and fails to declare the nature of his interest in manner required by Section 199 of the Act.

POWERS AND DUTIES OF THE EXECUTIVE COMMITTEE

33. The business of the Board shall be managed by the Executive Committee acting, save as provided in Article 34 under the directions of the Board in general meeting. It may pay all expenses incurred by the Board, and may exercise all such powers of the Board (including the power to appoint and at its discretion remove or suspend all officers, clerks, agents and servants of the Board) as are not, by the Act or by these Articles, required to be exercised by the Board in general meeting, subject nevertheless to the provisions of the Act and these Articles and to such regulations or directions being not inconsistent with the aforesaid provisions, as may be prescribed or given by the Board in general meeting: but no regulation or direction made or given by the Board in general meeting shall invalidate any prior act of the Executive Committee which would have been valid if that regulation had not been made.

34. The Executive Committee shall also be the Governing Body within the meaning of and for the purposes of Clause 4 of the Memorandum of Association. It shall be solely responsible for making and recommending all such grants, payments or remunerations as are referred to in the said Clause in consultation with, and with the advice of, the Board in general meeting or of such sub-committee as may from time to time be established for the purpose of advising on such matters pursuant to Article 42.

35. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for moneys paid to the Board shall be signed, drawn, accepted, endorsed, or otherwise executed as the case may be, in such manner as the Executive Committee shall from time to time by resolution determine.

36. The Executive Committee shall cause minutes to be made in books provided for the purpose—

(A) of all appointments of officers made by the Executive Committee;

(B) of the names of the members of the Executive Committee present at each meeting of the said Committee and of any sub-committee of the said Committee;

(C) of all resolutions and proceedings at all meetings of the Board and of the Executive Committee and of sub-committees of the said Committee.

37. Every member of the Executive Committee present at any meeting of the said Committee or sub-committee of the said Committee shall sign his name in a book to be kept for that purpose.

BORROWING POWERS

38. The Executive Committee may exercise all the powers of the Board, to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Board or of any third party.

PROCEEDINGS OF THE EXECUTIVE COMMITTEE

39. The members of the Executive Committee may meet together for the despatch of business, adjourn and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the Chairman shall have a second or casting vote. A member may, and the Secretary on the requisition of a member shall, at any time summon a meeting of the Executive Committee. It shall not be necessary to give notice of a meeting of the Committee to any member thereof for the time being absent from the United Kingdom.

40. The quorum necessary for the transaction of the business of the Executive Committee may be fixed by the Committee, and unless so fixed shall be seven.

41. Unless the Board otherwise determines the Chairman of the Board shall be Chairman of the Executive Committee. If at any meeting the Chairman is not present within five minutes after the time appointed for holding the same, the members of the said Committee present may choose one of their number to be Chairman of the meeting.

42. The Executive Committee may delegate any of its powers to sub-committees (or appoint sub-committees to report and advise on any matters referred to them) consisting of such of its members as it thinks fit: any sub-committee so formed shall in the exercise of any powers so delegated conform to any regulations that may be imposed on it by the Executive Committee. Nothing in these Articles shall be construed so as to preclude the Board from appointing from amongst the members of the Board such other sub-committees for such purposes as it may so determine.

43. A sub-committee may elect a Chairman of its meetings; if no such Chairman is elected, or if at any meeting the Chairman is not present within five minutes after the time appointed for holding the same, the members of the sub-committee present may choose one of their number to be Chairman of the meeting.

44. A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members of the sub-committee present, and in the case of an equality of votes the Chairman shall have a second or casting vote.

45. Al' acts done by any meeting of the Executive Committee or of a sub-committee of the Executive Committee, or by any person acting as a member of the Executive Committee shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be such a member.

46. A resolution in writing, signed by all the members of the Executive Committee for the time being entitled to receive notice of a meeting of the said Committee shall be as valid and effectual as if it had been passed at a meeting of the said Committee duly convened and held.

AGE LIMIT

47. No member of the Board shall vacate or be required to vacate his office on or by reason of his attaining or having attained the age of 70 or any other age, and any such member retiring or liable to retire under the provisions of these Articles and any person proposed to be appointed shall be capable of being re-appointed or appointed as the case may be, as a member thereof, notwithstanding that at the time of such re-appointment or appointment he has attained the age of 70 or any other age, and no special notice need be given of any resolution for the re-appointment or appointment or approving the appointment as a member of a person who shall have attained the age of 70 or any other age.

POWERS AND DUTIES OF THE BOARD

48. The Board may from time to time appoint committees, make, vary and repeal regulations, standing orders and bye-laws for the regulation and conduct of the business and affairs of the Board, its officers, servants and the members of any section thereof, but so that such regulations, standing orders and bye-laws shall not be inconsistent with the provisions or regulations contained in the 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. Provided that in case there shall at any time be any conflict between the Articles of Association and the standing orders and bye-laws the provisions of the Articles of Association shall prevail.

SECRETARY

49. The Secretary shall be appointed by the Executive Committee for such term at such remuneration, and upon such conditions as the Board shall in general meeting determine, and any Secretary so appointed may be similarly removed.

50. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a member of the Executive Committee and the Secretary shall not be satisfied by its being done by or to the same person acting both as a member of the Executive Committee and as, or in the place of, the Secretary.

THE SEAL

51. The Executive Committee shall provide for the safe custody of the seal, which shall only be used by the Authority of the said Committee and every instrument to which the seal shall be affixed shall be signed by two members of the Executive Committee and shall be countersigned by the Secretary. A record of every occasion upon which the seal is used shall be kept by the Secretary.

ACCOUNTS

52. The Executive Committee shall cause proper books of account to be kept with respect to:—

(A) all sums of money received and expended by the Board and the matters in respect of which the receipts and expenditure take place;

(B) all sales and purchases of goods by the Board; and

(C) the assets and liabilities of the Board.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Board's affairs and to explain its transactions.

53. The books of account shall be kept at the registered office of the Board, or subject to Section 147 (3) of the Act, at such other place or places as the Executive Committee think fit, and shall always be open to the inspection of the members of the Executive Committee.

54. Subject to any reasonable conditions or regulations as to the time and manner of inspecting the same that may from time to time be imposed by the Board in general meeting the accounts and books of the Board shall be open to the inspection of members of the Board at all reasonable times during business hours.

55. The Executive Committee shall from time to time in accordance with Sections 148, 150 and 157 of the Act, cause to be prepared and to be laid before the Board in general meeting such profit and loss accounts, balance sheets, and reports as are referred to in those Sections, and copies of the same shall be presented to the Diocesan Synod.

56. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Board in general meeting, together with a copy of the Auditors report, shall not less than twenty-one clear days before the date of the meeting be sent to every member of, and every holder of debentures of, the Board. Provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Board is not aware or to more than one of the joint holders of any debentures.

AUDIT

57. Auditors shall be appointed and their duties regulated in accordance with Sections 159 to 162 of the Act.

NOTICES

58. A notice may be given by the Board to any member thereof either personally or by sending it by post addressed to him at his registered address, or (if he has no registered address within the United Kingdom) at the address, if any, within the United Kingdom supplied by him to the Board for the giving of notices to him. 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 to have been effected at the expiration of 24 hours after the letter containing the same is posted.

59. Notice of every general meeting shall be given in any manner hereinbefore authorised to the Auditors and to every member of the Board except those members who (having no registered address within the United Kingdom) have not supplied to the Board an address within the United Kingdom for the giving of notices to them.

60. No other person shall be entitled to receive notices of general meetings.

GENERAL PROVISIONS

61. No alteration or variation shall be made in these Articles of Association without the consent of the Diocesan Synod given by resolution.

62. A resolution of the Diocesan Synod shall be treated by the Board as sufficiently proved if a copy or what purports to be a copy thereof is delivered to the Secretary of the Board signed or purporting to be signed by the person who is or appears to be Secretary of the Diocesan Synod for the time being.

WINDING-UP

63. The provisions of Clause 7 of the Memorandum of Association relating to the winding-up and dissolution of the Board shall have effect as if the same were repeated in these Articles.

W. Lovegrove
Chairman

Special Resolutions

OF

Exeter Diocesan Board of Finance Limited

At an EXTRAORDINARY GENERAL MEETING of the members of The EXETER DIOCESAN BOARD OF FINANCE LIMITED, duly convened, and held on the 13th day of FEBRUARY 1971, the following RESOLUTION~~S~~ ~~were~~ was passed as SPECIAL RESOLUTION~~S~~ :—

RESOLUTION~~S~~

1. " That the Memorandum of Association of the Exeter Diocesan Board of Finance be and is hereby amended as follows:—

(1) By the deletion of the words and numbers " Section 19 of the Companies (Consolidation) Act 1908 " in sub-clause 3 (I) and by the insertion in their place of the words and numbers " Section 29 of the Charities Act 1960 ".

(2) By the deletion of Clause 4 and by the insertion of the following Clause 4:-

4. The income and property of the Board whencesoever derived shall be applied solely towards the promotion of the objects of the Board 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 Board or to any of them. Provided that:—

(i) nothing herein contained shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the Board or to any member of the Board in return for any services actually rendered to the Board; nor prevent the payment of interest at a rate not exceeding 8 per cent per annum on money lent or reasonable and proper rent for premises demised or let by any member to the Board ;

(ii) no member of the Governing Body of the Board shall be appointed to any salaried office of the Board or any office of the Board paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Board to any member of such Governing Body except re-payment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Board and except as provided by paragraph (iv) hereof ;

(iii) if any member of the Board has any pecuniary interest, direct or indirect in any proposal laid before the Board or its Governing Body or other matter relative thereto and is present at a meeting of the Board or its Governing Body at which the proposal or other matter relative thereto is the subject of consideration, he shall at meeting, as soon as practicable after the commencement ther disclose the fact, and shall not take part in the consideration or discussion of, or vote on any question with respect to the proposal or other matter relative thereto ;

(iv) nothing herein contained shall prevent the Clerical members of the Board from being present, from taking part in any discussion, or from voting on the payment or provision made in good faith of grants, pensions and benefits by way of maintenance or otherwise

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in accordance with these provisions, to or for the benefit of any class of clergy of the Church of England which includes or may include members of the Board or its Governing Body ;

(v) the provisions hereinbefore contained shall not apply to any payment to any company of which a member of the Governing Body may be a member, and 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 any such payment.

(3) By the deletion of Clauses 5 and 6 and by the re-numbering of Clauses 7, 8, 9 and 10 so that they shall read Clauses 5, 6, 7 and 8."

2. " ~~That the Articles of Association of The Exeter Diocesan Board of Finance~~ Limited be and are hereby rescinded and that the ~~new Articles~~ of Association numbered 1 to 63 contained in the printed ~~document~~ submitted to this Meeting and for purpose of identification ~~signed by~~ the Chairman of the said Board be and are hereby ~~substituted~~ therefor and that for the purposes of identification a copy ~~of such~~ new Articles shall be attached to the Minute Book and certified in ~~writing by the Chairman of the said Board as being a true copy~~ thereof."

By Order of the Board,

K. J. LeClair.

K. J. LECLAIR,

Secretary.

180001 /120

Chairman

THE COMPANIES ACTS 1908 TO 1917

AND

THE COMPANIES ACTS 1948 TO 1967

COMPANY LIMITED BY GUARANTEE
AND NOT FOR PROFIT

Memorandum of Association

OF

The Exeter Diocesan Board of Finance Limited

(as altered by Special Resolution passed on the 13th day of February 1971)

1. The name of the Association (in this Memorandum for brevity called "the Board") is "THE EXETER DIOCESAN BOARD OF FINANCE LIMITED"

2. The registered office of the Board will be situate in England.

3. The objects for which the Board is established are as follows (that is to say)—To do all or any of the following things for the purpose of attaining the ends of the Board, if and so far as allowed by law, and subject to the observance and performance of whatever may be required by law in order legally to carry out the same:—

(A) To promote and assist the work and purposes of the Church of England in the Diocese of Exeter whatever for the time being shall be the area of the Diocese called the Diocese of Exeter or called by any name which shall hereafter be substituted for the present name of the Diocese (which Diocese, by whatever name the same may be called, is hereinafter referred to as "the Diocese of Exeter") and in particular to organise and provide funds in aid of the work of the Church and for the following essential departments of the Church's work, viz.:—

I. Training for the Ministry, Clerical and Lay.

II. Maintenance of the Ministry, Clerical and Lay, including the securing sites for and the erection, repair and upkeep of parsonage houses and clergy houses.

III. Provisions of pensions for the Ministry.

IV. Provisions for Widows and Orphans of the Clergy and for necessitous Clergy and their wives and children.

V. Securing desirable sites for and the erection and repair of Churches, Chapels, Church buildings, mission rooms, Church halls, hostels and other buildings, whether temporary or otherwise to be used for or in connection with any of the objects of the Board.

COMPANIES REGISTRATION OFFICE
17 MAY 1971

VI. Religious education in all its branches, including the acquisition of buildings and of sites for and the building, equipment, improvement and repair of Church of England Schools and Colleges.

VII. Provision of expenses of Diocesan and central organisation.

With such additions to and modifications of the departments aforesaid as from time to time may be expedient for the better carrying forward of the Church's work, and to aid and further (in such manner as may be approved by a resolution of the Diocesan Conference or Synod of the Diocese of Exeter and afterwards sanctioned by the Bishop for the time being of the said Diocese) the objects and work of the Church of England in any part of England and Wales outside the said Diocese or beyond the borders of England and Wales, or any Mission or Church or body of Christians in communion therewith beyond such borders.

(B) 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.

(C) To enter into agreements with associations in connection with the Church of England carrying out in the Diocese of Exeter or elsewhere within the borders of England and Wales any objects similar to any of the objects of this Board and to delegate any of its powers as may from time to time be provided by the Articles of Association.

(D) To enter into any arrangements with the several diocesan bodies or societies of the said Diocese known as the Exeter Diocesan Trust, or any other body having power to administer or apply any funds within the Diocese of Exeter or any part thereof (whether as part of a larger area or not) for any of the purposes for which the Board 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 on the request of any such body as aforesaid to take over, carry on or continue any of its powers, duties or trusts.

(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 Board and whether in the Diocese of Exeter or elsewhere within the borders of England and Wales.

(F) To pay officers, clerks and servants of the Board, to make payments for insurance on their behalf, and to make provision for any person or the widow of any person who has been in the employment of the Board.

(G) To raise and borrow money at interest or otherwise for the purposes of the Board on such terms and on such security (if any) as may be determined, and in particular by an 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 Board.

(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 Board, or any body of persons, the aid or benefit of which is within the objects of the Board.

(I) To acquire and sell and dispose of houses and land of any tenure (subject to the provisions of Section 29 of the Charities Act 1960), either in the name of the Board or in the name or names of a Trustee or Trustees for the Board.

(J) To acquire by any means whatsoever and hold and administer advowsons, rights of patronage, nomination and presentation of and to Churches, chapels and benefices, and as and when occasion shall arise, to exercise all rights of whatsoever nature belonging or incident to such advowsons, rights of patronage, nomination and presentation in such manner as the Board may determine, with power to delegate the exercise of any such right or any such determination to any council or committee of whom the majority shall be members of the Board or to any members or member of the Board, whether generally or in any particular case or class of cases; and (but not without the consent in writing of the Bishop of the Diocese) to dispose of in any manner whatsoever all or any of such advowsons or rights of patronage, nomination and presentation.

(K) To take over or co-operate with or make grants to any organisation other than those hereinbefore mentioned or referred to carrying on any work connected with the Church of England in the said Diocese or any part thereof.

(L) 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 Board either alone or jointly with another or others upon any trusts, whether already existing or newly created, connected with the Church of England, but subject as to land to the provisions of Section 19 of the Companies (Consolidation) Act, 1908.

(M) To apply, if the Board shall by Special resolution so decide, for a Royal Charter incorporating an association having objects similar to those of the present Board, and upon such incorporation to transfer and commit the property, work and objects of the present Board to the body incorporated by such Royal Charter.

(N) In the event of a partition or alteration of the boundaries of the Diocese of Exeter as at present existing, to appropriate such part as the Board shall think fit of the property held for the general purposes of the Board to similar purposes within the area by such partition or alteration separated from the Diocese of Exeter as at present existing, and to make over such appropriated part to any Diocesan Board of the Diocese in which the area so separated is comprised as Trustee, or to any such trustees as the Board shall think fit, and to declare the trusts of the property so made over: Provided that the trusts to be so declared shall, as far as may be, be of the same character, except as regards the area for which they are to be administered and the body to administer the same, as the trusts and provisions applicable thereto under these presents. And as to any property held on special trusts affecting any

area so separated as aforesaid or any part thereof, to deal with the same (so far as the law allows) in a corresponding manner.

(o) To do all such other lawful things as are incidental or conducive to the attainment of the above objects: Provided that the Board 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 Board, would make it a trade union: Provided also that in case the Board shall take or hold any property subject to the jurisdiction of the Board of Education or Charity Commissioners for England and Wales the Board 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 or trustees of the Board 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 Board 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 or trustees but they shall as regards any such property be subject jointly and separately to such control and authority as if the Board were not incorporated. In case the Board shall take or hold any property which may be subject to any trusts, the Board shall only deal with the same in such a manner as allowed by law having regard to such trusts.

4. The income and property of the Board whencesoever derived shall be applied solely towards the promotion of the objects of the Board 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 Board or to any of them. Provided that:—

(i) nothing herein contained shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the Board or to any member of the Board in return for any services actually rendered to the Board; nor prevent the payment of interest at a rate not exceeding 8 per cent per annum on money lent or reasonable and proper rent for premises demised or let by any member to the Board;

(ii) no member of the Governing Body of the Board shall be appointed to any salaried office of the Board or any office of the Board paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Board to any member of such Governing Body except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Board and except as provided by paragraph (iv) hereof;

(iii) if any member of the Board has any pecuniary interest, direct or indirect in any proposal laid before the Board or its Governing Body or other matter relative thereto and is present

at a meeting of the Board or its Governing Body at which the proposal or other matter relative thereto is the subject of consideration, he shall at the meeting, as soon as practicable after the commencement thereof, disclose the fact, and shall not take part in the consideration or discussion of, or vote on any question with respect to the proposal or other matter relative thereto;

(iv) nothing herein contained shall prevent the Clerical members of the Board from being present, from taking part in any discussion or from voting on the payment or provision made in good faith of grants, pensions and benefits by way of maintenance or otherwise in accordance with these provisions, to or for the benefit of any class of clergy of the Church of England which includes or may include members of the Board or its Governing Body;

(v) the provisions hereinbefore contained shall not apply to any payment to any company of which a member of the Governing Body may be a member, and 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 any such payment.

5. The liability of the members is limited.

6. Every member of the Board undertakes to contribute to the assets of the Board 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 Board 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.

7. If, upon the winding up or dissolution of the Board, 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 Board, 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 Board, 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 Board under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Board 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.

8. True accounts shall be kept of the sums of money received and expended by the Board, and the matters in respect of which such receipts and expenditure take place, and of the property, credits and liabilities of the Board, 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 Board for the time being, they shall be open to the inspection of the members. Once at least in every year the accounts of the Board shall be examined and the correctness of the balance sheet ascertained by one or more properly qualified auditor or auditors.

186001/128 **form No. C.A. 51**

THE COMPANIES ACTS 1948 TO 1967

[COPY]

SPECIAL **resolution** (1)

pursuant to section 141 ( ) of the Companies Act 1948 (2)

of THE EXETER DIOCESAN BOARD OF FINANCE

Limited

Passed the 26th day of JANUARY 19 74

At an Extraordinary General Meeting of the members of the above-named company, duly convened and held at (3) The Chapter House, Exeter.

on the 26th day of January 19 74,

the following (1) SPECIAL RESOLUTION was duly passed:—

(4)

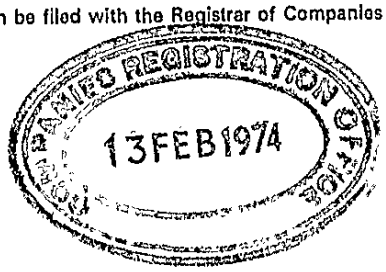
That the Article 3(C) in the Articles of Association of the Company be deleted and that the following new Article be inserted in its place.

3(C) Twenty three lay members being one from each Deanery Synod in the Diocese elected from amongst the elected and co-opted Members of that Synod.

+ Eric Exon:

CHAIRMAN.

NOTES:
(1) Insert "Special" or "Extraordinary" as the case may be.
(2) Where this form is returned to the Publishers to be printed, they will fill in the correct references to the Sections under which the Resolution was passed.
(3) Insert the full address of the place where the meeting was held.
(4) This copy Resolution must be signed by the Chairman of the Meeting or a Director or the Secretary of the Company.
The copy Resolution must then be filed with the Registrar of Companies within 15 DAYS after the passing of the same.



8254

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International Law Agents, Consultants & Publishers
82 City Road London EC1Y 2BX
Telephone: 01-253 6214 Telex No. 261010

186001 ....number of company

130

form No. 50

THE COMPANIES ACTS 1948 TO 1967

[COPY]

special resolution(s)

of

THE EXETER DIOCESAN BOARD OF FINANCE Limited

Passed the 26th day of January, 19 74

At an Extraordinary General Meeting of the members of the above-named company, duly convened and held at Diocesan House, Palace Gate, Exeter

on the Twenty-sixth day of January, 19 74,

the following SPECIAL RESOLUTION(S) was/~~were~~ duly passed:—

"THAT Article 3(c) of the Board's Articles of Association be amended to read - 'twenty-three lay members being one from each Deanery Synod in the diocese elected from amongst the elected and co-opted members of that Synod'."

The Resolution was passed unanimously.

JORDAN & SONS LIMITED
55494
REGISTRATION AGENTS
Jordan House
47 Brunswick Pl., London N1 6EE

COMPANIES REGISTRATION OFFICE
-2 DEC 1974

K. Joan le Blair
Company Secretary.

NOTES:
(1) This copy Resolution should be signed by the Chairman of the Meeting OR by a Director OR by the Secretary of the Company whose position should be stated under his name.
(2) This copy Resolution is required to be filed with the registrar of companies within 15 DAYS after it has been passed and can be sent to Jordan & Sons Ltd. for that purpose.

Jordan & Sons Limited
International Law Agents, Consultants and Publishers
Jordan House, 47 Brunswick Place, London N1 6EE
Telephone 01-253 3030 Telex 261010

No. of Company: 186001

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THE COMPANIES ACTS 1948 TO 1967

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

CERTIFICATION

WE HEREBY CERTIFY that this print incorporates all alterations made to this Company's Articles of Association by filed resolutions and is lodged in compliance with the requirements of the European Communities Act 1972.

DATED 12/18/74

p.p. JORDAN & SONS LIMITED

Articles of Association

OF

The Exeter Diocesan Board of Finance Limited

(Adopted by Special Resolution passed on the 13th day of February 1971 and altered by Special Resolution passed on the 26th January, 1974).

INTERPRETATION

1. In these Articles:—

"the Act" means the Companies Act of 1948..

"the seal" means the common seal of the Board.

"secretary" means any person appointed to perform the duties of the secretary of the Board.

"the United Kingdom" means Great Britain and Northern Ireland.

"the Diocese" means whatever for the time being shall be the area of the Diocese called the Diocese of Exeter.

"the Board" means the Exeter Diocesan Board of Finance Limited.

"the Diocesan Synod" shall mean the Diocesan Synod for the time being of the Diocese.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including reference to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.

Unless the context otherwise requires, words or expressions used in these Articles shall bear the same meanings as in the Act.

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2. For the purpose of registration the number of members is declared not to exceed 150. The Board may from time to time register an increase in the number of its members whenever the Diocesan Synod may consider it necessary to do so.

COMPANIES REGISTRATION OFFICE 10 DEC 1974

MEMBERS OF THE BOARD

3. Subject to Article 2 the following persons shall be qualified to be members of the Board:—

(A) The Lord Bishop of the Diocese for the time being (hereinafter referred to as "the Bishop") who shall be ex-officio president and a member of the Board and the Archdeacons for the time being of the Archdeaconries of the Diocese of Exeter.

JORDAN & SONS LIMITED 55499 REGISTRATION G.A.P.

(B) Twelve members of the house of Clergy of the Diocesan Synod three members being elected by the representatives of each Archdeaconry which shall constitute separate electoral areas for this purpose.

(C) Twenty-three lay members being one from each Deanery Synod in the diocese elected from amongst the elected and co-opted members of that Synod.

(D) Not more than four other persons to be nominated by the Bishop in writing under his hand communicated to the Board.

(E) Not more than three other persons co-opted by the Board provided always that not less than three-fourths of the total members of the Board shall be elected by the Diocesan or Deanery Synods and not less than two-thirds of such elected or appointed persons shall be members of the Diocesan Synod and a majority of the members of the Board shall be laymen.

(F) Any member of the Board shall be eligible to be re-elected or re-co-opted. No person shall be elected, co-opted, or nominated as a member of the Board who is not a communicant member of the Church of England, but so that any person elected, co-opted or nominated to membership in accordance with these Articles shall be deemed to have been duly elected, co-opted or nominated unless and until a certificate under the hand of the Bishop for the time being of the Diocese shall have been left at the registered office of the Board 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 its being so left operate to effect the removal from membership of the person to whom it applies.

4. Any casual vacancy in the number of the elected or co-opted members of the Board may be filled by the Board in General Meeting but the person nominated to fill the vacancy shall continue a member only for the residue of the period for which the person whose place he is to take was elected or co-opted.

5. Every person qualified to be a member of the Board shall become a member upon giving a written consent to become a member.

6. The Diocesan Synod shall have power by resolution to direct and from time to time to alter the mode in which members of the Board to be elected by the Diocesan Synod shall be elected and a certificate of the result of such election, signed or purporting to be signed by the person who is or appears to be the Secretary for the time being of the Diocesan Synod and delivered to the Secretary of the Board, shall be sufficient evidence of such result and of the validity of the election.

7. Membership of the Board shall cease and determine in manner following, that is to say: As to ex-officio members upon death, resignation or ceasing to hold their respective offices, and as to any other member upon his death, or resignation or removal

pursuant to Article 3 or upon the expiration of the period for which he was appointed, and any member may resign his membership at any time by giving to the Secretary of the Board at least seven days' notice in writing of his intention to resign at the date stated in such notice.

8. Every member of the Board other than an ex-officio member, shall be eligible for re-election or re-co-option, as the case may be and shall, except in the case of death or resignation, continue to be a member until his successor is elected or co-opted.

GENERAL MEETINGS OF THE BOARD

9. The Board shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the Board and that of the next.

10. All general meetings other than the annual general meetings shall be called extraordinary general meetings.

11. The Board may, whenever it thinks fit, convene an extraordinary general meeting and extraordinary general meetings shall also be convened on such requisition, or in default, may be convened by such requisitionists, as provided by Section 132 of the Act.

NOTICE OF GENERAL MEETINGS

12. An annual general meeting and a meeting called for the passing of a special resolution shall be called by twenty-one days' notice in writing at the least, and a meeting of the Board other than an annual general meeting or a meeting for the passing of a special resolution shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served, and of the day for which it is given, and shall specify the place, the day and the hour of the meeting, and in case of special business, the general nature of that business, and shall be given, in manner hereinafter mentioned, or in such manner, if any, as may be prescribed by the Board in general meeting, to such persons (including the Auditors) as are, under the Articles of the Board or the Act, entitled to receive such notices from the Board.

Provided that a meeting of the Board shall, notwithstanding that it is called by shorter notice than that specified in this Article be deemed to have been duly called if it is so agreed—

(A) in the case of a meeting called as the annual general meeting by all members entitled to attend and vote thereat; and

(B) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together representing not less than ninety-five per cent of the total voting rights at that meeting of all the members.

13. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting, by any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

14. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of the consideration of the accounts and balance sheet and the reports of the Executive Committee and Auditors, and the appointment of, and the fixing of the remuneration of, the Auditors.

15. No business shall be transacted at any general meeting unless a quorum of members of the Board is present at the time when the meeting proceeds to business; save as herein otherwise provided, seven members present in person shall be a quorum.

16. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Board shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place or to such other day and at such other time and place as the Chairman may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall be a quorum.

17. At the first general meeting of the Board following the adoption of these Articles, and subsequently at the next general meeting after each triennial election of the Diocesan Synod a member of the Board shall be elected Chairman, and each Chairman so elected shall hold office until the next general meeting at which an election takes place. During his term of office the Chairman shall preside as Chairman at every general meeting of the Board, subject to the provisions of Article 18 hereof. In the event of the death or permanent mental or physical incapacitation of the Chairman, or if the Chairman shall notify the Board in writing of his wish to resign from such post, the Board may at its next general meeting elect a temporary Chairman who shall hold office until the end of the term of office of the deceased or outgoing Chairman. A retiring Chairman may offer himself for re-election.

18. If there is no such Chairman, or if he shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act the members present shall elect one of their number to be Chairman of the meeting.

19. The Chairman, may with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the 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 unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

20. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded—

(A) by the Chairman: or

(B) by at least three members of the Board present in person.

Unless a poll be so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously or by a particular majority, or lost or not carried by a particular majority and an entry to that effect in the book containing the minutes of proceedings of the Board shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.

21. Except as provided in Article 23 if a poll is duly demanded it shall be taken in such manner as the Chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

22. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.

23. A poll demanded on the election of a Chairman, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

24. Subject to the provisions of the Act (including the provisions relating to special and extraordinary resolutions) a resolution in writing signed by all the members of the Board, for the time being entitled to receive notice of and to attend and vote thereon in general meeting shall be as valid and effective as if the same had been passed at a general meeting of the Board duly convened and held.

VOTES OF MEMBERS OF THE BOARD

25. Except as provided in Article 22 every member of the Board entitled to vote shall have one vote and one vote only, and votes shall in all cases be given personally and not by proxy.

THE EXECUTIVE COMMITTEE

26. The business of the Board shall be managed by an Executive Committee. Unless and until otherwise determined by the Board in general meeting the Executive Committee shall consist of all the members of the Board and all the members thereof shall be Directors for all the purposes of the Act.

27. The Chairman of the Board shall be Chairman of the Executive Committee.

28. If the Board shall reduce the number of the members of the Executive Committee below the number of the members of the Board it shall at its next meeting and subsequently at its first meeting after each triennial election of the Diocesan Synod elect the members of the Executive Committee provided that every member thereof shall be a member of the Board and that the ex-officio members of the Board shall remain in office as members of the Executive Committee.

29. A retiring member shall be eligible for re-election.

30. The Board shall have power, at any time and from time to time, to appoint any member of the Board to be a member of the Executive Committee to fill a casual vacancy. Any member so appointed shall hold office only until the next triennial elections of the Diocesan Synod and shall then be eligible for re-election.

31. The Board may by ordinary resolution of which special notice has been given in accordance with Section 142 of the Act, remove any member of the Executive Committee before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Board and such member.

DISQUALIFICATION OF MEMBERS OF THE EXECUTIVE COMMITTEE

32. A member of the Executive Committee shall vacate his office if he:—

(A) becomes bankrupt or makes any arrangement or composition with his creditors generally; or

(B) becomes prohibited from being a Director by reason of any order made under Section 188 of the Act; or

(C) becomes of unsound mind; or

(D) resigns his office by notice in writing to the Board; or

(E) ceases for any cause to be a member of the Board; or

(F) is directly or indirectly interested in any contract with the Board and fails to declare the nature of his interest in manner required by Section 199 of the Act.

POWERS AND DUTIES OF THE EXECUTIVE COMMITTEE

33. The business of the Board shall be managed by the Executive Committee acting, save as provided in Article 34 under the directions of the Board in general meeting. It may pay all expenses incurred by the Board, and may exercise all such powers of the Board (including the power to appoint and at its discretion remove or suspend all officers, clerks, agents and servants of the Board) as are not, by the Act or by these Articles, required to be exercised by the Board in general meeting, subject nevertheless to the provisions of the Act and these Articles and to such regulations or directions being not inconsistent with the aforesaid provisions, as may be prescribed or given by the Board in general meeting: but no regulation or direction made or given by the Board in general meeting shall invalidate any prior act of the Executive Committee which would have been valid if that regulation had not been made.

34. The Executive Committee shall also be the Governing Body within the meaning of and for the purposes of Clause 4 of the Memorandum of Association. It shall be solely responsible for making and recommending all such grants, payments or remunerations as are referred to in the said Clause in consultation with, and with the advice of, the Board in general meeting or of such sub-committee as may from time to time be established for the purpose of advising on such matters pursuant to Article 42.

35. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for moneys paid to the Board shall be signed, drawn, accepted, endorsed, or otherwise executed as the case may be, in such manner as the Executive Committee shall from time to time by resolution determine.

36. The Executive Committee shall cause minutes to be made in books provided for the purpose—

(A) of all appointments of officers made by the Executive Committee;

(B) of the names of the members of the Executive Committee present at each meeting of the said Committee and of any sub-committee of the said Committee;

(C) of all resolutions and proceedings at all meetings of the Board and of the Executive Committee and of sub-committees of the said Committee.

37. Every member of the Executive Committee present at any meeting of the said Committee or sub-committee of the said Committee shall sign his name in a book to be kept for that purpose.

BORROWING POWERS

38. The Executive Committee may exercise all the powers of the Board, to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Board or of any third party.

PROCEEDINGS OF THE EXECUTIVE COMMITTEE

39. The members of the Executive Committee may meet together for the despatch of business, adjourn and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the Chairman shall have a second or casting vote. A member may, and the Secretary on the requisition of a member shall, at any time summon a meeting of the Executive Committee. It shall not be necessary to give notice of a meeting of the Committee to any member thereof for the time being absent from the United Kingdom.

40. The quorum necessary for the transaction of the business of the Executive Committee may be fixed by the Committee, and unless so fixed shall be seven.

41. Unless the Board otherwise determines the Chairman of the Board shall be Chairman of the Executive Committee. If at any meeting the Chairman is not present within five minutes after the time appointed for holding the same, the members of the said Committee present may choose one of their number to be Chairman of the meeting.

42. The Executive Committee may delegate any of its powers to sub-committees (or appoint sub-committees to report and advise on any matters referred to them) consisting of such of its members as it thinks fit: any sub-committee so formed shall in the exercise of any powers so delegated conform to any regulations that may be imposed on it by the Executive Committee. Nothing in these Articles shall be construed so as to preclude the Board from appointing from amongst the members of the Board such other sub-committees for such purposes as it may so determine.

43. A sub-committee may elect a Chairman of its meetings; if no such Chairman is elected, or if at any meeting the Chairman is not present within five minutes after the time appointed for holding the same, the members of the sub-committee present may choose one of their number to be Chairman of the meeting.

44. A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members of the sub-committee present, and in the case of an equality of votes the Chairman shall have a second or casting vote.

45. All acts done by any meeting of the Executive Committee or of a sub-committee of the Executive Committee, or by any person acting as a member of the Executive Committee shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be such a member.

46. A resolution in writing, signed by all the members of the Executive Committee for the time being entitled to receive notice of a meeting of the said Committee shall be as valid and effectual as if it had been passed at a meeting of the said Committee duly convened and held.

AGE LIMIT

47. No member of the Board shall vacate or be required to vacate his office on or by reason of his attaining or having attained the age of 70 or any other age, and any such member retiring or liable to retire under the provisions of these Articles and any person proposed to be appointed shall be capable of being re-appointed or appointed as the case may be, as a member thereof, notwithstanding that at the time of such re-appointment or appointment he has attained the age of 70 or any other age, and no special notice need be given of any resolution for the re-appointment or appointment or approving the appointment as a member of a person who shall have attained the age of 70 or any other age.

POWERS AND DUTIES OF THE BOARD

48. The Board may from time to time appoint committees, make, vary and repeal regulations, standing orders and bye-laws for the regulation and conduct of the business and affairs of the Board, its officers, servants and the members of any section thereof, but so that such regulations, standing orders and bye-laws shall not be inconsistent with the provisions or regulations contained in the 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. Provided that in case there shall at any time be any conflict between the Articles of Association and the standing orders and bye-laws the provisions of the Articles of Association shall prevail.

SECRETARY

49. The Secretary shall be appointed by the Executive Committee for such term at such remuneration, and upon such conditions as the Board shall in general meeting determine, and any Secretary so appointed may be similarly removed.

50. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a member of the Executive Committee and the Secretary shall not be satisfied by its being done by or to the same person acting both as a member of the Executive Committee and as, or in the place of, the Secretary.

THE SEAL

51. The Executive Committee shall provide for the safe custody of the seal, which shall only be used by the Authority of the said Committee and every instrument to which the seal shall be affixed shall be signed by two members of the Executive Committee and shall be countersigned by the Secretary. A record of every occasion upon which the seal is used shall be kept by the Secretary.

ACCOUNTS

52. The Executive Committee shall cause proper books of account to be kept with respect to:—

(A) all sums of money received and expended by the Board and the matters in respect of which the receipts and expenditure take place;

(B) all sales and purchases of goods by the Board; and

(C) the assets and liabilities of the Board.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Board's affairs and to explain its transactions.

53. The books of account shall be kept at the registered office of the Board, or subject to Section 147 (3) of the Act, at such other place or places as the Executive Committee think fit, and shall always be open to the inspection of the members of the Executive Committee.

54. Subject to any reasonable conditions or regulations as to the time and manner of inspecting the same that may from time to time be imposed by the Board in general meeting the accounts and books of the Board shall be open to the inspection of members of the Board at all reasonable times during business hours.

55. The Executive Committee shall from time to time in accordance with Sections 148, 150 and 157 of the Act, cause to be prepared and to be laid before the Board in general meeting such profit and loss accounts, balance sheets, and reports as are referred to in those Sections, and copies of the same shall be presented to the Diocesan Synod.

56. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Board in general meeting, together with a copy of the Auditors report, shall not less than twenty-one clear days before the date of the meeting be sent to every member of, and every holder of debentures of, the Board. Provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Board is not aware or to more than one of the joint holders of any debentures.

AUDIT

57. Auditors shall be appointed and their duties regulated in accordance with Sections 159 to 162 of the Act.

NOTICES

58. A notice may be given by the Board to any member thereof either personally or by sending it by post addressed to him at his registered address, or (if he has no registered address within the United Kingdom) at the address, if any, within the United Kingdom supplied by him to the Board for the giving of notices to him. 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 to have been effected at the expiration of 24 hours after the letter containing the same is posted.

59. Notice of every general meeting shall be given in any manner hereinbefore authorised to the Auditors and to every member of the Board except those members who (having no registered address within the United Kingdom) have not supplied to the Board an address within the United Kingdom for the giving of notices to them.

60. No other person shall be entitled to receive notices of general meetings.

GENERAL PROVISIONS

61. No alteration or variation shall be made in these Articles of Association without the consent of the Diocesan Synod given by resolution.

62. A resolution of the Diocesan Synod shall be treated by the Board as sufficiently proved if a copy or what purports to be a copy thereof is delivered to the Secretary of the Board signed or purporting to be signed by the person who is or appears to be Secretary of the Diocesan Synod for the time being.

WINDING-UP

63. The provisions of Clause 7 of the Memorandum of Association relating to the winding-up and dissolution of the Board shall have effect as if the same were repeated in these Articles.

186 001 / 1 form No. C.A. 51

THE COMPANIES ACTS 1948 TO 1967

[COPY]

SPECIAL **resolution** (1)

pursuant to section 141 ( ) of the Companies Act 1948 (2)

of THE EXETER DIOCESAN BOARD OF FINANCE Limited

Passed the 28th day of July 19 76

At an Extraordinary General Meeting of the members of the above-named company, duly convened and held at (3) Diocesan House, Palace Gate, Exeter, EX1 1HX.

on the twenty-eighth day of July 1976,

the following (1) SPECIAL RESOLUTION was duly passed:—

(4) That the provisions of the Memorandum of Association of the Company with respect to its objects be and the same are hereby altered as follows:-

(i) By inserting immediately after sub-clause (N) of clause 3 the following new sub-clause to be lettered (O):-

(O) To promote aid and further either within the Provinces of Canterbury and York or beyond their borders the objects and work of such other churches ecumenical enterprises or ministries as the General Synod for this purpose may expressly approve and commend in like manner as the objects and work of the Church of England within the provinces of Canterbury and York may under the provisions hereof be promoted aided or furthered.

(ii) By relettering the existing sub-clause (O) as sub-clause (P).

CHAIRMAN.

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NOTES:
(1) Insert "Special" or "Extraordinary" as the case may be.
(2) Where this form is returned to the Publishers to be printed, they will fill in the correct references to the Sections under which the Resolution was passed.
(3) Insert the full address of the place where the meeting was held.
(4) This copy Resolution must be signed by the Chairman of the Meeting or a Director or the Secretary of the Company.
The copy Resolution must then be filed with the Registrar of Companies within 15 DAYS after the passing of the same.

64087

COMPANIES REGISTRATION OFFICE 20 SEP 1976

COMPANIES REGISTRATION OFFICE 20 SEP 1976

Jordan & Sons Limited
International Law Agents, Consultants and Publishers
Jordan House, 47 Brunswick Place, London N1 6EE
Telephone 01-253 3030 Telex 261010

186601/136

CERTIFICATION

WE HEREBY CERTIFY that this print incorporates all alterations made to this Company's Memorandum of Association by filed resolutions and is lodged in compliance with the requirements of the European Communities Act 1972.

DATED 17-9-76

p.p. JORDAN & SONS LIMITED

THE COMPANIES ACTS 1908 TO 1917

AND

THE COMPANIES ACTS 1948 TO 1967

COMPANY LIMITED BY GUARANTEE AND NOT FOR PROFIT

Memorandum of Association

OF

The Exeter Diocesan Board of Finance Limited

(as altered by Special Resolution passed on the 13th day of February 1971)

1. The name of the Association (in this Memorandum for brevity called "the Board") is "THE EXETER DIOCESAN BOARD OF FINANCE LIMITED."

2. The registered office of the Board will be situate in England.

3. The objects for which the Board is established are as follows (that is to say)—To do all or any of the following things for the purpose of attaining the ends of the Board, if and so far as allowed by law, and subject to the observance and performance of whatever may be required by law in order legally to carry out the same:—

(A) To promote and assist the work and purposes of the Church of England in the Diocese of Exeter whatever for the time being shall be the area of the Diocese called the Diocese of Exeter or called by any name which shall hereafter be substituted for the present name of the Diocese (which Diocese, by whatever name the same may be called, is hereinafter referred to as "the Diocese of Exeter") and in particular to organise and provide funds in aid of the work of the Church and for the following essential departments of the Church's work, viz.:—

I. Training for the Ministry, Clerical and Lay.

II. Maintenance of the Ministry, Clerical and Lay, including the securing sites for and the erection, repair and upkeep of parsonage houses and clergy houses.

III. Provisions of pensions for the Ministry.

IV. Provisions for Widows and Orphans of the Clergy and for necessitous Clergy and their wives and children.

V. Securing desirable sites for and the erection and repair of Churches, Chapels, Church buildings, mission rooms, Church halls, hostels and other buildings, whether temporary or otherwise to be used for or in connection with any of the objects of the Board.

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JORDAN & SONS LIMITED
REGISTRATION AGENTS
4087
BRISTOL

VI. Religious education in all its branches, including the acquisition of buildings and of sites for and the building, equipment, improvement and repair of Church of England Schools and Colleges.

VII. Provision of expenses of Diocesan and central organisation.

With such additions to and modifications of the departments aforesaid as from time to time may be expedient for the better carrying forward of the Church's work, and to aid and further (in such manner as may be approved by a resolution of the Diocesan Conference or Synod of the Diocese of Exeter and afterwards sanctioned by the Bishop for the time being of the said Diocese) the objects and work of the Church of England in any part of England and Wales outside the said Diocese or beyond the borders of England and Wales, or any Mission or Church or body of Christians in communion therewith beyond such borders.

(B) 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.

(C) To enter into agreements with associations in connection with the Church of England carrying out in the Diocese of Exeter or elsewhere within the borders of England and Wales any objects similar to any of the objects of this Board and to delegate any of its powers as may from time to time be provided by the Articles of Association.

(D) To enter into any arrangements with the several diocesan bodies or societies of the said Diocese known as the Exeter Diocesan Trust, or any other body having power to administer or apply any funds within the Diocese of Exeter or any part thereof (whether as part of a larger area or not) for any of the purposes for which the Board 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 on the request of any such body as aforesaid to take over, carry on or continue any of its powers, duties or trusts.

(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 Board and whether in the Diocese of Exeter or elsewhere within the borders of England and Wales.

(F) To pay officers, clerks and servants of the Board, to make payments for insurance on their behalf, and to make provision for any person or the widow of any person who has been in the employment of the Board.

(G) To raise and borrow money at interest or otherwise for the purposes of the Board on such terms and on such security (if any) as may be determined, and in particular by an 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 Board.

(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 Board, or any body of persons, the aid or benefit of which is within the objects of the Board.

(I) To acquire and sell and dispose of houses and land of any tenure (subject to the provisions of Section 29 of the Charities Act 1960), either in the name of the Board or in the name or names of a Trustee or Trustees for the Board.

(J) To acquire by any means whatsoever and hold and administer advowsons, rights of patronage, nomination and presentation of and to Churches, chapels and benefices, and as and when occasion shall arise, to exercise all rights of whatsoever nature belonging or incident to such advowsons, rights of patronage, nomination and presentation in such manner as the Board may determine, with power to delegate the exercise of any such right or any such determination to any council or committee of whom the majority shall be members of the Board or to any members or member of the Board, whether generally or in any particular case or class of cases; and (but not without the consent in writing of the Bishop of the Diocese) to dispose of in any manner whatsoever all or any of such advowsons or rights of patronage, nomination and presentation.

(K) To take over or co-operate with or make grants to any organisation other than those hereinbefore mentioned or referred to carrying on any work connected with the Church of England in the said Diocese or any part thereof.

(L) 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 Board either alone or jointly with another or others upon any trusts, whether already existing or newly created, connected with the Church of England, but subject as to land to the provisions of Section 19 of the Companies (Consolidation) Act, 1908.

(M) To apply, if the Board shall by Special resolution so decide, for a Royal Charter incorporating an association having objects similar to those of the present Board, and upon such incorporation to transfer and commit the property, work and objects of the present Board to the body incorporated by such Royal Charter.

(N) In the event of a partition or alteration of the boundaries of the Diocese of Exeter as at present existing to appropriate such part as the Board shall think fit of the property held for the general purposes of the Board to similar purposes within the area by such partition or alteration separated from the Diocese of Exeter as at present existing, and to make over such appropriated part to any Diocesan Board of the Diocese in which the area so separated is comprised as Trustee, or to any such trustees as the Board shall think fit, and to declare the trusts of the property so made over: Provided that the trusts to be so declared shall, as far as may be, be of the same character, except as regards the area for which they are to be administered and the body to administer the same, as the trusts and provisions applicable thereto under these presents. And as to any property held on special trusts affecting any area so separated as aforesaid or any part thereof, to deal with the same (so far as the law allows) in a corresponding manner

(O) [illegible] and [illegible] within the Provinces of Canterbury and York or beyond their borders the objects and work of such other churches ecumenical enterprises or ministries as the General Synod for this purpose may expressly approve and commend in like manner as the objects and work of the Church of England within the provinces of Canterbury and York may under the provisions hereof be promotedaided or furthered

(P) To do all such other lawful things as are incidental or conducive to the attainment of the above objects: Provided that the Board 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 Board, would make it a trade union: Provided also that in case the Board shall take or hold any property subject to the jurisdiction of the Board of Education or Charity Commissioners for England and Wales the Board 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 or trustees of the Board 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 Board 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 or trustees but they shall as regards any such property be subject jointly and separately to such control and authority as if the Board were not incorporated. In case the Board shall take or hold any property which may be subject to any trusts, the Board shall only deal with the same in such a manner as allowed by law having regard to such trusts.

4. The income and property of the Board whencesoever derived shall be applied solely towards the promotion of the objects of the Board 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 Board or to any of them. Provided that:—

(i) nothing herein contained shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the Board or to any member of the Board in return for any services actually rendered to the Board; nor prevent the payment of interest at a rate not exceeding 8 per cent per annum on money lent or reasonable and proper rent for premises demised or let by any member to the Board;

(ii) no member of the Governing Body of the Board shall be appointed to any salaried office of the Board or any office of the Board paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Board to any member of such Governing Body except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Board and except as provided by paragraph (iv) hereof;

(iii) if any member of the Board has any pecuniary interest, direct or indirect in any proposal laid before the Board or its Governing Body or other matter relative thereto and is present

at a meeting of the Board or its Governing Body at which the proposal or other matter relative thereto is the subject of consideration, he shall at the meeting, as soon as practicable after the commencement thereof, disclose the fact, and shall not take part in the consideration or discussion of, or vote on any question with respect to the proposal or other matter relative thereto;

(iv) nothing herein contained shall prevent the Clerical members of the Board from being present, from taking part in any discussion or from voting on the payment or provision made in good faith of grants, pensions and benefits by way of maintenance or otherwise in accordance with these provisions, to or for the benefit of any class of clergy of the Church of England which includes or may include members of the Board or its Governing Body;

(v) the provisions hereinbefore contained shall not apply to any payment to any company of which a member of the Governing Body may be a member, and 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 any such payment.

5. The liability of the members is limited.

6. Every member of the Board undertakes to contribute to the assets of the Board 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 Board 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.

7. If, upon the winding up or dissolution of the Board, 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 Board, 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 Board, 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 Board under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Board 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.

8. True accounts shall be kept of the sums of money received and expended by the Board, and the matters in respect of which such receipts and expenditure take place, and of the property, credits and liabilities of the Board, 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 Board for the time being, they shall be open to the inspection of the members. Once at least in every year the accounts of the Board shall be examined and the correctness of the balance sheet ascertained by one or more properly qualified auditor or auditors.

THE COMPANIES ACTS 1948 TO 1976

Form No. 11

Notice of increase of number of members

Pursuant to section 7(3) of the Companies Act 1948

Please do not write in this binding margin

Please complete legibly, preferably in black type, or bold block lettering

*delete if inappropriate

To the Registrar of Companies

For official use: 2 0 0

Company number: 186001

Name of company

THE EXETER DIOCESAN BOARD OF FINANCE Limited*

†delete as appropriate

hereby gives you notice in accordance with section 7(3) of the Companies Act 1948

Note
This notice is required to be completed by unlimited companies or companies limited by guarantee. It must be forwarded to the Registrar of Companies within 15 days after the increase was resolved on or took place.

that by ~~[ordinary][extraordinary]~~[special] resolution of the company dated 9th September 1981 the number of members in the company has been increased by the addition thereto of three members beyond the present registered number of forty seven members

‡delete as appropriate

Signed [Director][Secretary]‡ Date 10.12.81

Presentor's name, address and reference (if any):
MESSRS MICHELMORES,
18 CATHEDRAL YARD,
EXETER EX1 1HE

J/LDH

For official use
General Section

Post room

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Number of Company 186001 / 184

THE COMPANIES ACT 1948

COMPANY LIMITED BY QUARANTEE

SPECIAL RESOLUTION

PURSUANT TO SECTIONS 141(2) and 278(1)(b)

OF

THE EXETER DIOCESAN BOARD OF FINANCE LIMITED

PASSED

At an Extraordinary General Meeting of the Members of the above named company, duly convened and held at Diocesan House, Palace Gate, Exeter on the 25th July 1984 the following Special Resolution was duly passed:-

THAT Article 51 of the Articles of Association be amended to read as follows:-

"The Executive Committee (The Directors) shall provide for the safe custody of the seal, which shall only be used by the authority of the said Committee and every Instrument to which the seal shall be affixed shall be signed by a Director and shall be counter-signed by the Secretary or by a second Director or by the Board's Accountant. A record of every occasion upon which the seal is used shall be kept by the Secretary."

COMPANIES REGISTRATION OFFICE 4 DEC 1984

Signature

Description Secretary

26-11-84