
COMPANIES ACT 2006

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

**MEMORANDUM OF ASSOCIATION
OF**

**THE SOUTH LONDON CHURCH FUND AND
SOUTHWARK DIOCESAN BOARD OF FINANCE**

(As Amended by Special Resolutions dated 17 September 2015)

FRIDAY



R4H7D65C
RM 02/10/2015 #13
COMPANIES HOUSE

- 1 The name of the Company (hereinafter referred to as "the Board") is "THE SOUTH LONDON CHURCH FUND AND SOUTHWARK 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 -
 - a To promote, aid and further the objects, work and purposes of the Church of England (hereinafter referred to as "the Church") in the Diocese of Southwark (hereinafter referred to as "the Diocese"), whatever for the time being shall be the status or constitution of the Church or the area of the Diocese, and for that purposes to act as a Committee of the Diocesan Conference of the Diocese and to do and carry out or assist in doing and carrying out all such matters and things as are likely to promote or help any of the said objects or work, and in particular to organise, provide, administer and apply funds in aid of the said objects and work of the Church, and for the following essential departments thereof -
 - i Training for the ministry and of candidates (men and women) for lay work
 - ii Maintenance of the ministry and of lay workers, and other persons connected with the work of the Church including grants for special purposes
 - iii Provision of pensions for and the support and benefit generally of ministers, teachers and workers of the Church, and of persons who have previously held any such positions and of the widows, children and dependents of them, or any of them
 - iv Erection and repair of churches and of buildings of all kinds (whether temporary or otherwise) used or to be used for the purposes of or in

connection with any of the purposes of or in connection with any of the objects or work of the Church

- v Education of the young and religious education in all its branches, including the maintenance and inspection of religious education in Sunday Schools and secondary and elementary schools
- vi Provision of expenses of Diocesan and central organisation
- vii The promotion of temperance and preventive and rescue work within the Diocese
- viii The provision of -
 - 1 Clergy for mission districts
 - 2 Stipends of assistant curates
 - 3 Deaconesses, scripture readers, mission women, and other lay agents
 - 4 Endowments
 - 5 The maintenance of the fabric of and the services in the Cathedral Church of the Diocese
 - 6 Sites for an erection of churches, mission buildings, and parsonages
 - 7 Repairs (in special cases) to ecclesiastical buildings
 - 8 Grants to incumbents to secure the efficient and systematic repair of their houses and glebe buildings
 - 9 Aid towards such other Church work as it may be found desirable to promote

With such additions to and modifications of the several departments aforesaid as from time to time may be deemed expedient for the better carrying forward of the work of the Church

- b To enter into agreements with The Southwark Diocesan and South London Church Fund for taking over its assets upon the existing trusts, and for continuing its work, and to enter into similar or other agreements for taking over or co-operating with other associations in the Diocese or elsewhere having objects similar to any of the objects of the Board

- c To promote, aid and further the objects and work of the Church, or of any province, diocese or branch thereof, and whether within or beyond the borders of England or any mission church or body of Christians in community therewith in any part of the world in like manner as the objects and work of the Church in the Diocese may under the provisions hereof be promoted, aided or furthered
- d To raise, expend, distribute, invest and accumulate funds and income for the purposes aforesaid, or any of them, and from time to time determine or assist in determining the proportion in which such funds ought to be contributed in the several Rural Deaneries of the Diocese and in the several parishes of each Rural Deanery
- e To make grants or donations or annual payments to any association or body having any objects in connection with the Church similar to any of those of the Board, and whether in the Diocese or elsewhere Provided that such association or body shall prohibit the distribution of its income and property amongst its members to an extent at least as great as is imposed on the Board under or by virtue of Clause 4 hereof
- 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 or dependents of any person who has been in the employment of the Board, by way of a contributory pension scheme, or otherwise
- g To issue debentures or debenture stock, redeemable or otherwise, and raise and borrow any moneys required for the purposes of the Board on such terms and on such security (if any) as may be determined, and to act as guarantors in respect to the raising of money for the furtherance of any of the objects of the Board
- h To solicit, collect and receive moneys and property for any of the purposes of the Board, and to issue appeals for financial assistance, and to collect publish and circulate statistics and other information and to print and publish leaflets or other matter that the Board think desirable for the furtherance of its objects
- i To invest any moneys subject or representing property subject to the jurisdiction of the Charity Commissioners for England and Wales, in or upon any investments authorised by law for the investment of trust funds, and with such sanction as may be required by law with respect to moneys subject to the said jurisdiction
- j To invest any other moneys of the Board not immediately required for its purposes, and which are not subject to the provisions and restrictions of the preceding sub-clause hereof, upon such investments (whether authorised by law for the investment of trust funds or not) and in such manner as may be thought fit, or to deposit the same with any bank
- k 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 as may be deemed expedient with a view to the furtherance of those objects

- l To contribute to or bear the expenses of any proceeding before any duly appointed Commission or in any court for the protection of any property or rights of the Church within the Diocese or the preservation of discipline therein, or in anywise affecting the same
- m Subject as to land to the provisions of Section 19 of the Companies (Consolidation) Act 1908 to acquire, obtain, raise by borrowing or otherwise, receive, collect, hold, invest, manage, sell, exchange, expend and otherwise deal with or dispose of any real and personal property for any of the Board's purposes, and to apply, by special appropriation or otherwise, such property and the proceeds and also the income thereof, subject to any existing trust or appropriation, in furthering, carrying on, or promoting such purposes, or in any other manner for the purposes of the Board
- n [NOT USED]
- o To act as Trustees of any property now held or hereafter to be held for any of the purposes for which the Board is constituted
- p To act as the executors of any deceased person, and to accept property of any kind and in any form, whether real or personal, including advowsons, 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
- q In the event of a partition or alteration of the boundaries of the Diocese, 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 and to make over such appropriated part to the Board of Finance of the Diocese in which such area is comprised, or as such Board may direct, and to declare the trusts of the property so made over being trusts of a similar nature to those applicable under these presents
- r To exercise such further powers in relation to the objects of the Board as the Diocesan Conference of the Diocese may think necessary or expedient in view of the requirements of the Diocese
- s To do all such 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, Managers or Trustee or Trustees of the Board shall be chargeable only for such property as may come into their hands, and shall be answerable and accountable only 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, Managers, Trustee 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, Managers or Trustee 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. To provide indemnity insurance to cover the liability of the directors which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the company. Provided that any such insurance shall not extend to any claim arising from any act or omission which the directors knew to be a breach of trust or breach of duty or which was committed by the directors in reckless disregard to whether it was a breach of trust or breach of duty or not and provided also that any such insurance shall not extend to the costs of any unsuccessful defence to a criminal prosecution brought against the directors in their capacity as directors of the company.

- t To provide indemnity insurance to cover the liability of the directors which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the company. Provided that any such insurance shall not extend to any claim arising from any act or omission which the directors knew to be a breach of trust or breach of duty or which was committed by the directors in reckless disregard to whether it was a breach of trust or breach of duty or not and provided also that any such insurance shall not extend to the costs of any unsuccessful defence to a criminal prosecution brought against the directors in their capacity as directors of the company.¹

4

- a The income and property of the Board, whencesoever derived, after payment thereof of the costs, charges and expenses of and incidental to the formation and incorporation of the Board, and current expenses properly incurred 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, and no member of the Board, or of any committee appointed by the Board, shall be appointed to any salaried office of the Board or any office thereof paid by fees, and no remuneration or other benefit in money or money's worth shall be given to any member of the Board except repayment of out of pocket expenses and interest at a rate not exceeding £5 per cent per annum on money lent or reasonable and proper rent for premises demised or let to the Board. Provided that this provision shall not apply to any payment to any railway, gas, electric lighting, water, cable or telephone company of which a member of the Board may be a member, nor 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.

¹ New clause 3(t) added by Special Resolution dated 7th July 2003

- b Provided that nothing in this document shall prevent any payment in good faith by the company of any premium in respect of any indemnity insurance to cover the liability of the directors which, by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the company. Provided that any such insurance shall not extend to any claim arising from liability resulting from conduct which the directors knew, or must be assumed to have known, was not in the interests of the company, or which the directors did not care was in the interests of the company or not and provided also that any such insurance shall not extend to any claim arising from liability for the costs of unsuccessfully defending legal proceedings resulting from criminal prosecutions for offences arising out of the fraud or dishonesty or wilful or reckless misconduct of the directors²
- 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 composition of the Board shall always be in accordance with the requirements of the Diocesan Boards of Finance Measure 1925 or any substituted enactment for the time being
- 7 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
- 8 The liability of the members is limited
- 9 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
- 10 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 body, association or institution or bodies, associations or institutions having object 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 body, association or institution or bodies, associations 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

² New clause 4(b) inserted by Special Resolution dated 7th July 2003

- 11 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.

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

THE SOUTH LONDON CHURCH FUND AND

SOUTHWARK DIOCESAN BOARD OF FINANCE

I. INTERPRETATION

- 1 These presents shall be construed with reference to the provisions of the Companies Acts 1908 to 1917, and terms used in these presents shall be taken as having respectively the same meanings as they have when used in those Acts
- 2 In the interpretation of these presents the following words and expressions shall have the following meanings, unless excluded by something in the subject or context inconsistent therewith

"The Board" means The South London Church Fund and Southwark Diocesan Board of Finance

"The Diocese" means the Diocese of Southwark whatever for the time being shall be the status or constitution of the Church of England, or the area of the Diocese, and "the Bishop" means the Bishop for the time being of the Diocese

"Member" means a member of the Board in accordance with the regulations of the Board from time to time in force

"Secretary" means the Secretary from time to time of the Board, and any temporary substitute for the Secretary

"Office" means the registered office from time to time of the Board

"Seal" means the common seal from time to time of the Board

"Month" means calendar month

- Words importing the singular number only shall include the plural number, except where such meaning shall be repugnant to the context
- Words importing the plural number only shall include the singular number, except where such meaning shall be repugnant to the context
- Words importing the masculine gender only shall include the feminine gender
- Words importing persons only shall include corporate bodies

II. CONSTITUTION

- 3 For the purpose of registration the number of the members of the Board is declared not to exceed sixty-nine, and the number of members of the Board entitled to vote at meetings of the Board (inclusive of the Bishop) shall at no time exceed that number
- 4 The Bishop shall be ex-officio a member of the Board
- 5 With effect from 17th September 2015, the members for the time being of the Board shall (subject to the provisions of Article 6) be the members for the time being elected or nominated to or ex officio the members of the Bishop's Council and Diocesan Council of Trustees (the standing committee of the Southwark Diocesan Synod) who shall have agreed to become members of the Board. The qualification, election and removal of members of the Board shall therefore (subject as aforesaid) be governed by the rules relating to the qualification, election and removal of members of the Bishop's Council and Diocesan Council of Trustees (the standing committee of the Southwark Diocesan Synod)³
- 6 The Board shall at all times have a lay majority. If at any time any vacancy or vacancies shall occur which give rise to an equality of lay and clerical members or to a lay minority, no clerical member shall be elected or nominated, as the case may be, to fill such vacancy or vacancies until such time as there shall be a lay majority of the Board unless, in the case of the election or nomination of several members together, there shall be a lay majority as the result of such election or nomination⁴
- 7 Every person elected shall sign the Register of Members, and thereupon shall become a member
- 8 Membership shall cease and determine in manner following (that is to say) as to an ex-officio member upon his dying, resigning or ceasing to hold his office, and as to any other member upon his dying or resigning or upon the expiration of the period for which he was elected or

³ New article 5 to replace existing article 5 passed by Special Resolution dated 17th September 2015

⁴ New article 6 to replace existing article 6 passed by Special Resolution dated 17th September 2015

nominated Any member may resign his membership at any time by giving to the Secretary of the Board at least seven clear days' notice in writing of his intention to resign at the date stated in such notice

III POWERS OF THE BOARD

- 9 Subject to these presents the Board shall have power to do all things authorised by the Memorandum of Association
- 10 The Board shall have power to borrow money on mortgage or otherwise
- 11 Subject to any special or other conditions or trusts applicable to any particular property and to the provisions of the Memorandum of Association and of Section 19 of the Companies (Consolidation) Act 1908 and to any agreements made thereunder, the Board may –
 - (A) Deal with all its property as absolute owner thereof, and may sell, exchange, let, invest or otherwise dispose of the same or any part thereof or interest therein, for money or other valuable consideration, as may be deemed expedient with a view to the furtherance of the objects of the Board
 - (B) Invest money in its own name, or in the names of any persons, in any investment, or in the purchase or improvement of any land, property or estate, or any interest in land, property or estate
 - (C) Accept gifts of money or property, either absolutely or under any special conditions, in which case the Board may act as trustee to observe the conditions attached, and may at any time resign the trust, or vest the same in any special trustees
 - (D) Promote and subscribe or contribute to any enterprise, whether by individuals or associations, present or future, and howsoever established, which is in no way established for purposes of gain and which shall have for its objects any works or things conducive to the objects of the Board
- 12 The Board shall have power to make, revoke and alter standing orders and 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
- 13 The Board may appoint such officers, clerks or servants, not being members of the Board, either for permanent, temporary or special services, they may from time to time deem necessary, and determine their duties and powers and fix their salaries or emoluments, and require security in such instance and to such an amount as they may think fit for the proper and sufficient discharge of such duties And they may also remove or suspend any such officer, clerk or servant at their discretion
- 14 The Board may appoint a Finance Committee and other Committee (the constitution of which must be approved by the Diocesan Conference) for more effectually dealing with the essential departments of the Church's work set out in the third paragraph of the Memorandum of Association and for carrying out any arrangements with the said Church Fund or other

associations for continuing their work and preserving their identity. Members of a Committee need not be members of the Board.

- 15 The Board shall have power to delegate any of its powers to any such Committee, including the aforesaid power to make, revoke, and alter standing orders and bye-laws. But the Board shall always have power by Special Resolution to withdraw from any such Committee all or any of the powers aforesaid. The Board may also from time to time appoint and remove any persons as Trustees or in any other capacity not involving executive authority, and may direct that any subscribers or other persons promoting the work of the Board may, without being or having any of the privileges of members of the Board, be associated therewith, under any designation which may seem fit.
- 16 The Treasurer and Secretary of the Board shall act in the same several capacities for each of the Committees of the Board.

IV MEETINGS

- 17 The first General Meeting of the Board shall be held at such time, not being less than one month nor more than three months after the incorporation of the Board, and at such place as the Board may determine. Subsequent General Meetings shall be held at least once in every year on such days, not being more than fifteen months after the holding of the preceding General Meeting and at such place as the Board in General Meeting may appoint. The above-mentioned General Meetings shall be called Ordinary Meetings, and other General Meetings shall (subject as hereinafter mentioned) be held at such intervals as the Board shall determine.
- 18 The Secretary may, whenever he thinks fit, and shall, upon a requisition made in writing and signed by any five or more members of the Board convene a General Meeting.
- 19 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.
- 20 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 the receipt of such requisition the members making such requisition or a majority of them may themselves convene a General Meeting for the object stated in such requisition.
- 21 Seven days' notice of every General Meeting shall be given to the members in such manner as the Board may from time to time by bye-law prescribe, or, failing such bye-laws, in manner provided in Article 32, but the accidental omission to give such notice to or the non-receipt of such notice by any member shall not invalidate the proceedings of any General Meeting.
- 22 At a General Meeting, unless the Board otherwise decide, five members shall be a quorum, and no business shall be transacted at any General Meeting unless a quorum be present at such meeting.
- 23 If within half an hour from the time appointed for a meeting a quorum be not present the meeting shall be dissolved and a new meeting shall be forthwith convened.

- 24 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) shall be decided by a simple majority of votes of the members personally present and voting
- 25 The Chairman of the Board elected for that purpose, and in his absence the Vice-Chairman of the Board elected for that purpose, and in the absence of both any member chosen by the members present to be a Chairman of such meeting, shall preside as Chairman at any General Meeting of the Board. The Chairman shall in case the votes at any General Meeting are equally divided be entitled to a second or casting vote. The 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 shall have one vote and one vote only, and votes shall in all cases be given personally and not by proxy

V THE SEAL

- 27 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 and the Secretary of the Board shall, in the absence of proof to the contrary, be deemed to be duly sealed by the Board

VI ACCOUNTS

- 28 All moneys received by the Board and not forthwith paid over to the said Rochester and Southwark Diocesan Church Trust or other such body corporate as aforesaid, 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
- 29 The Board shall cause true accounts to be kept at the office of the Board, in such books and in such manner as they think fit, of all the receipts, credits, payments and liabilities of the Board, and of each object or purpose in the management or administration of whose affairs the Board shall for the time being act, and of all other matters necessary for showing the true state and condition of the Board, and of all the several departments thereof, and, subject to any reasonable restrictions as to the time and manner of inspecting the said accounts which may be imposed by the Board in General Meeting, the said accounts shall be open to the inspection of the members at all times during the usual business hours
- 30 The Secretary shall in the year 1929 and in every subsequent year, lay before and submit to the Ordinary General Meeting of the Board -
- (a) A balance sheet duly audited and containing a summary of the assets and liabilities of the Board arranged under convenient heads,
 - (b) A statement duly audited made up to the 31st December last preceding or such other date as the Standing Committee of Conference may think desirable of the income and expenditure of the Board since the last preceding statement, and

(c) Report on the state and progress of the Board

The balance sheet, statement and report shall be signed by two members of the Board and the Secretary, and a printed copy thereof shall be sent to each member together with the notice convening the meeting to which the same are to be submitted, and another copy thereof shall be sent to the Diocesan Conference or to the Standing Committee thereof if Conference shall so direct

VII AUDIT

- 31 The provisions of Sections 112 and 113 of the Companies (Consolidation) Act 1908 as to audit and Auditors shall apply to and be observed by the Board, the first General Meeting being treated as the Statutory Meeting, and the members of the Board being treated as the Directors and shareholders mentioned in the said sections

VIII NOTICES

- 32 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 London, and shall be deemed sufficient if so advertised, and where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and (unless the contrary is proved) to have been effected at the time at which the letter would be delivered in the ordinary course of post