

Company No. 00236594

**SPECIAL RESOLUTION**  
**OF**  
**THE SOUTH LONDON CHURCH FUND & SOUTHWARK DIOCESAN BOARD OF**  
**FINANCE**  
**("the Board of Finance")**

Passed on: Saturday 14 October 2017

At a general meeting of the Board of Finance, duly convened and held at Trinity House, 4 Chapel Court, Borough High Street, London SE1 1HW on Saturday 14 October 2017 at 10am, the following resolution was duly passed as a special resolution.

**Special resolution**

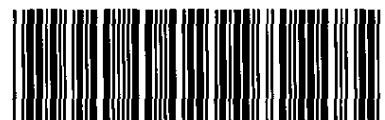
THAT, following written consent from the Charity Commission as required under s198 of the Charities Act 2011 for regulated amendments, the draft articles of association produced to the meeting and, for the purposes of identification, attached to this resolution, be adopted as the articles of association of the Board of Finance in substitution for, and to the exclusion of, the Board of Finance's previously adopted articles of association.

Signature  .....

Secretary of the Diocesan Synod, Company Secretary of the Southwark Diocesan Board of Finance, Secretary of the Diocesan Council of Trustees and its constituent bodies

Print name RUTH MARTIN .....

Date 13 November 2017 .....



**NEW SOUTHWARK DBF ARTICLES**

Company number 00236594  
Charity number 249678

COMPANIES ACT 2006  
A COMPANY LIMITED BY GUARANTEE  
NOT HAVING A SHARE CAPITAL

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

ADOPTED ON 14 October 2017

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Companies Act 2006

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**

1. **NAME**

The name of the Charity is the South London Church Fund and Southwark Diocesan Board of Finance.

2. **LIMITED LIABILITY**

The liability of Members is limited.

3. **GUARANTEE**

Every member promises, if the Charity is dissolved while he, she or it remains a Member or within 12 months afterwards, to pay up to £1 towards the costs of dissolution and the liabilities incurred by the Charity while he, she or it was a Member.

4. **OBJECTS**

The Objects are for the public benefit to assist, promote and further the religious and other charitable work (*including, but not limited to, the educational work*) of the South London Church Fund and Southwark Diocesan Board of Finance within the Diocese, and any other diocese which shall at any time be formed, wholly or in part out of the Diocese, either with or without the addition of any part or parts of other dioceses.

5. **POWERS**

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

**Function**

- 5.1 To serve as the financial governance body of the Church of England in the Diocese, to perform, work and transact business in connection with the Church and Diocese and to act as the Parsonages Board for the Diocese within the meaning of the Repair of Benefice Buildings Measure 1972;

**Funds**

- 5.2 To raise funds (but not by means of Taxable Trading);

5.3 From time to time to determine or assist in determining the manner in which the several deaneries and parishes within the Diocese should contribute funds to the Charity;

5.4 To make grants or loans of money and to give guarantees;

#### **Investments and reserves**

5.5 To set aside funds for special purposes or as reserves against future expenditure;

5.6 To deposit or invest in funds in any manner (but to invest only after obtaining such advice from a Financial Expert as the Trustees consider necessary and having regard to the suitability of investments and the need for diversification);

5.7 To delegate the management of investments to a Financial Expert, but only on terms that:

5.7.1 the investment policy is set down in writing for the Financial Expert by the Trustees;

5.7.2 every transaction is reported regularly to the Trustees;

5.7.3 the performance of the investments is reviewed regularly with the Trustees;

5.7.4 the Trustees are entitled to cancel the delegation arrangement at any time;

5.7.5 the investment policy and the delegation arrangement are reviewed at least once a year;

5.7.6 all payments due to the Financial Expert are on a scale or at a level which is agreed in advance and are reported regularly to the Trustees on receipt; and

5.7.7 the Financial Expert must not do anything outside the powers of the Trustees;

#### **Joint Working**

5.8 To co-operate with other bodies, including (but not limited to) other Church dioceses, churches of any denomination and Christian charities (whether Church charities or otherwise);

5.9 To support, administer or set up other charities;

5.10 To establish or acquire subsidiary companies to assist or act as agents for the Charity;

- 5.11 To acquire or enter into any partnership or joint venture arrangement with any other charity formed for any of the Objects;

**Agents, staff and advisers**

- 5.12 Subject to article 12, to employ paid or unpaid agents, staff or advisers;
- 5.13 Subject to article 12, to provide for the maintenance of the clergy and other persons connected with the ministry or work of the Church of England;
- 5.14 Subject to article 12, to make provision for any person who is or has been in the employment of the Charity or connected with the ministry or work of the Church and their husband, wife, civil partner, widow, widower, surviving civil partner, children and/or dependants, including (but not limited to) the payment of wages, pensions and other support and the endowment (temporary or permanent) of benefices;
- 5.15 Subject to article 12, to train (or pay for the training of) clergy, curates, ordinands, other ministers, candidates for the ministry, lay workers and other paid or unpaid agents or staff;

**Property**

- 5.16 *To borrow money and give security for loans (but only in accordance with the restrictions imposed by the Charities Act);*
- 5.17 To hold real and personal property for purposes connected with the Church;
- 5.18 To buy, take on lease or exchange, or otherwise acquire or hire property of any kind;
- 5.19 To let or dispose of property of any kind (but only in accordance with the restrictions imposed by the Charities Act);
- 5.20 *To build, maintain, restore, renew, improve, alter, enlarge and repair property of any kind;*
- 5.21 To acquire, hold and administer advowsons;
- 5.22 To arrange for investments or other property of the Charity to be held in the name of a Nominee Company acting under the control of the Trustees or of a Financial Expert acting under their instructions, and to pay any reasonable fee required;
- 5.23 To deposit documents and physical assets with any company registered or having a place of business in England and Wales as Custodian, and to pay any reasonable fee required;

## **Education**

5.24 To advance religious education, including by (but not limited to):

- 5.24.1 acquiring buildings, sites for building, land and other assets for Church schools and colleges;
- 5.24.2 equipping, improving and repairing Church schools and colleges;
- 5.24.3 managing Church schools and colleges;
- 5.24.4 founding scholarships; and
- 5.24.5 co-operating and working with educational authorities.

## **Insurance**

- 5.25 To insure the property of the Charity against any foreseeable risk and take out other insurance policies to protect the Charity when required;
- 5.26 To purchase and maintain at the expense of the Charity Indemnity Insurance for the benefit of any Trustee or former Trustee in respect of any loss or liability of the Trustees which by virtue of any rule of law has been or may be incurred by them in respect of any negligence, default, breach of trust or breach of duty of which he may be guilty in connection with that Trustee's duties or powers in relation to the Charity;
- 5.27 Any Indemnity Insurance shall not extend to any claim arising from any act or omission which the Trustees knew to be a breach of trust or breach of duty or which was committed by the Trustees in reckless disregard to whether it was a breach of trust or breach of duty or not and any such Indemnity Insurance shall not extend to the costs of any unsuccessful defence to a criminal prosecution brought against the Trustees in their capacity as Directors of the Charity;

## **General**

- 5.28 To enter into contracts to provide services to or on behalf of other bodies;
- 5.29 To promote or carry out research;
- 5.30 To provide advice;
- 5.31 To print, publish, sell, give away and/or distribute information, books, pamphlets and other literature;
- 5.32 To promote or oppose or to join in promoting or opposing legislative and other measures affecting or likely to affect any of the objects or work of the Charity or any body of persons the aid or benefit of which is within the objects of the Charity;

- 5.33 To act as executor and/or trustee, either alone or jointly with any other person or persons;
- 5.34 To pay the costs of forming the Charity; and
- 5.35 To do anything else within the law which promotes or helps to promote the Objects or which the Diocesan Synod of the Diocese deems necessary or expedient in the interests of the Diocese.

## 6. MEMBERS AND TRUSTEES OF THE CHARITY

- 6.1 The Members for the time being of the Charity shall (subject to the provisions of article 7) be the members for the time being elected or nominated to or ex officio the members of the Diocesan Council of Trustees (the standing committee of the Diocesan Synod) who shall have agreed to become Members of the Charity. The qualification, election and removal of members of the Charity shall therefore (subject as aforesaid) be governed by any rules relating to the qualification, election and removal of members of the Diocesan Council of Trustees.
- 6.2 The Charity must maintain a register of Members (which shall be the same as the membership of the Diocesan Council of Trustees for the time being) from time to time.
- 6.3 The Directors of the Charity for the time being shall be the same as the Members of the Charity for the time being (referred to as the "Trustees").
- 6.4 *There shall be no more than 42 Trustees or such other number as the Trustees shall by ordinary resolution of the Charity decide.*
- 6.5 Every Trustee after appointment must sign a declaration of willingness to act as a Charity Trustee of the Charity before he or she may vote at any meeting of the Trustees.
- 6.6 As required by section 1 of the Diocesan Boards of Finance Measure 1925:
  - 6.6.1 the Diocesan Bishop as the President of the Diocesan Synod shall be a Trustee;
  - 6.6.2 not less than 75% of the other Trustees shall be elected by the Diocesan Synod not less than two-thirds of whom shall be members of the Diocesan Synod; and
  - 6.6.3 a majority of the Trustees shall at all times be lay persons.
- 6.7 If at any time any vacancy or vacancies shall occur which give rise to an equality of lay and clerical Trustees or to a lay minority, no clerical Trustees 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 Trustees unless, in the case of the election or

nomination of several Trustees together, there shall be a lay majority as the result of such election or nomination.

6.8 No person shall be elected, appointed or co-opted as a Trustee unless he or she is a communicant member of the Church.

6.9 The Charity may act notwithstanding any vacancy in the number of Trustees, so long as the number of Trustees does not fall below the quorum set out in article 8.5.

6.10 Membership or Trusteeship of the Charity is not transferable.

## **7. TERMINATION OF APPOINTMENT**

7.1 A Trustee's term of office automatically terminates if he or she:

7.1.1 has served three consecutive terms (each term being for three years) but this shall apply only to licensed or beneficed members of the House of Clergy elected by the House of Clergy from among their number, and to members of the House of Laity elected by the House of Laity from among their number;

7.1.2 ceases for whatever reason to be a member of the Diocesan Council of Trustees including receipt by the Diocesan Council of Trustees of written notice of the resignation of the Trustee;

7.1.3 ceases to be a Director or a Member of the Charity for whatever reason;

7.1.4 resigns as a Trustee by notice to the Charity (but only if at least two Trustees will remain in office when the resignation is to take effect);

7.1.5 is a Trustee ex officio and for whatever reason no longer holds the office which confers the right to be a Trustee of the Charity;

7.1.6 dies, or in the case of an Trustee ex officio, if their office ceases to exist or if the individual ceases to hold that office;

7.1.7 is absent from all meetings of the Diocesan Council of Trustees for a period of twelve months without due reason;

7.1.8 is absent from three consecutive meetings of the Diocesan Council of Trustees without due reason;

7.1.9 is disqualified from being nominated, chosen or elected or from serving as a member of any synod under the Church Representation Rules 2011;

7.1.10 ceases to be a communicant member of the Church;



7.1.11 *being a Trustee elected from Diocesan Synod pursuant to article 6.6.2 ceases to be a member of Diocesan Synod;*

7.1.12 *is disqualified under the Charities Act from acting as a Charity Trustee (unless the disqualification is for the time being subject to a waiver by the Commission under section 181 of the Charities Act) or is prohibited by law from being a director of a company;*

7.1.13 *is prohibited from acting as a Trustee under the provisions of the Safeguarding Vulnerable Groups Act 2006;*

7.1.14 *is, in the opinion of the other Trustees, at any time incapable, whether mentally or physically, of managing his or her own affairs; or*

7.1.15 *is removed by resolution of the Trustees present and voting at a general meeting (but only if at least two Trustees will remain in office) after the meeting has invited the views of the Trustee concerned and considered the matter in the light of any such views.*

## **8. GENERAL MEETINGS OF THE MEMBERS**

8.1 A meeting of the Diocesan Council of Trustees sitting in their capacity as Members of the Charity shall constitute a general meeting of the Charity.

8.2 Where a meeting of the Diocesan Council of Trustees purports to do anything in respect of the Charity required to be done by the Members in accordance with the Companies Acts, then the Diocesan Council of Trustees shall be deemed to be sitting as a general meeting of the Charity provided always that the provisions of this article 8 have been met in relation to that meeting.

8.3 A general meeting may be called at any time by the Diocesan Secretary and must be called within 14 days of a written request from at least five of the Trustees. Meetings are called on at least seven days' written notice specifying the business to be discussed and the time and place of the meeting and including a statement informing the Trustee of his rights under section 324 of the Companies Act 2006.

8.4 Trustees and the Diocesan Secretary are entitled to attend general meetings either personally or by suitable means agreed by the Trustees in which all participants may communicate with all the other participants.

8.5 There is a quorum at a meeting if the number of Trustees present in person or by means otherwise agreed pursuant to article 8.4 is at least nine and no business shall be transacted at such general meeting unless a quorum is present.

8.6 The Chairman or (if the Chairman is unable or unwilling to do so) some other Trustee elected by those present presides at a meeting.

8.7 Except for the Chairman of the meeting who has a casting vote, every Trustee has one vote on each issue on a show of hands.

- 8.8 A written resolution signed by a majority of those entitled to vote at a meeting (or, where article 8.11 requires, a greater majority) is as valid as a resolution actually passed at such a meeting. For this purpose the written resolution may be set out in more than one document and will be treated as passed on the date of the last signature required to reach the relevant majority.
- 8.9 The Diocesan Secretary is entitled to attend and speak at a general meeting of the Trustees but is not entitled to vote.
- 8.10 A procedural defect of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.
- 8.11 Except where otherwise provided by
- 8.11.1 the Articles;
  - 8.11.2 any regulations, standing orders or by-laws of the Charity, or
  - 8.11.3 the Companies Acts,
- every issue is decided by a simple majority of the votes cast at a general meeting.
- 8.12 The Charity shall be required to hold at least one general meeting in any year, each general meeting not being more than fifteen months after the holding of the preceding general meeting.

## **9. TRUSTEES' PROCEEDINGS AS DIRECTORS**

- 9.1 A meeting of the Diocesan Council of Trustees sitting in their capacity as Directors of the Charity shall constitute a board meeting of the Charity.
- 9.2 Where a meeting of the Diocesan Council of Trustees purports to do anything in respect of the Charity required to be done by the Directors in accordance with the Companies Acts, then the Diocesan Council of Trustees shall be deemed to be sitting as a meeting of the board of the Charity provided always that the provisions of this article 9 have been met in relation to that meeting.
- 9.3 A board meeting may be called at any time by the Diocesan Secretary and must be called within 14 days of a written request from at least five of the Trustees. Meetings are called on at least seven days' written notice specifying the business to be discussed and the time and place of the meeting.
- 9.4 Trustees and the Diocesan Secretary are entitled to attend meetings either personally or by suitable means agreed by the Trustees in which all participants may communicate with all the other participants.

- 9.5 There is a quorum at a meeting if the number of Trustees present in person or by means otherwise agreed pursuant to article 9.4 is at least nine and no business shall be transacted at such general meeting unless a quorum is present.
- 9.6 The Chairman or the Vice Chairman shall preside at each meeting, or, if the Chairman or Vice Chairman is unable or unwilling to do so, some other Trustee chosen by the Trustees present shall preside at such meeting.
- 9.7 Except where otherwise required by the Companies Acts, every issue may be determined by a simple majority of the votes cast at a meeting, but a written resolution signed by a majority of the Trustees is as valid as a resolution passed at a meeting. For this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature.
- 9.8 Except for the Chairman of the meeting who has a casting vote, every Trustee has one vote on each issue.
- 9.9 The Diocesan Secretary is entitled to attend and speak at a board meeting of the Trustees but is not entitled to vote.
- 9.10 A procedural defect of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.

## **10. CHAIRMAN AND SECRETARY**

- 10.1 The Diocesan Bishop shall nominate such persons (who are not otherwise prevented from being Trustees) as Chairman and Vice Chairman for election by the Trustees and the Trustees shall elect the persons so nominated as Chairman and Vice Chairman.
- 10.2 The Chairman and Vice Chairman shall be elected at a general meeting of the Charity for a term of one year (which may be renewed for a period of up to six years) in accordance with this article 10.
- 10.3 The Diocesan Bishop may withdraw his nomination at any time upon which the Chairman or Vice Chairman shall cease to hold such role with immediate effect.
- 10.4 When there is a vacancy in the See of Southwark, the Chairman shall continue in the role of Chairman until such time as another Chairman is appointed in accordance with this article 10.
- 10.5 If the position of Chairman falls vacant when there is a vacancy in the See of Southwark, the Vice Chairman shall become the Chairman until such time as the vacancy in the See of Southwark is filled.
- 10.6 The Diocesan Secretary from time to time shall act as Secretary in accordance with Companies Acts.

## **11. TRUSTEES' POWERS**

11.1 Subject to the articles and to such directions as may be given from time to time by the Diocesan Synod, the Trustees are responsible for (but do not undertake) the executive management of the Charity's business, for which purpose they may exercise all the powers of the Charity in accordance with the Charity's objects as set out in article 4.

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

11.2.1 to delegate any of their functions to committees consisting of two or more individuals appointed by them;

11.2.2 to make standing orders consistent with the Articles and the Companies Acts to govern proceedings at general meetings;

11.2.3 to make rules consistent with the Articles and the Companies Acts to govern their proceedings and proceedings of committees;

11.2.4 to make regulations consistent with the Articles and the Companies Acts to govern the administration of the Charity and the use of its seal (if any); and

11.2.5 to establish procedures to assist the resolution of disputes or differences within the Charity.

## **12. BENEFITS TO MEMBERS AND TRUSTEES**

12.1 The property and funds of the Charity must be used only for promoting the Objects and do not belong to the Members but:

12.1.1 Trustees who are also beneficiaries may receive charitable benefits in that capacity; and

12.1.2 Trustees who are clergy or lay persons of the Church of England may receive grants, pensions and benefits.

12.2 A Trustee must not receive any payment of money or other Material Benefit (whether directly or indirectly) from the Charity except:

12.2.1 as mentioned in articles 5.12 to 5.15, 5.26 or 12.1;

12.2.2 reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in the administration of the Charity;

12.2.3 an indemnity in respect of any liabilities properly incurred in running the Charity (including the costs of a successful defence to criminal proceedings);

12.2.4 payment to any company in which a Trustee has no more than a 1 per cent shareholding; or

12.2.5 in exceptional cases, other payments or benefits (but only with the written approval of the Commission in advance).

12.3 A Trustee may not be an employee of the Charity, but a Trustee or a Connected Person may enter into a contract with the Charity to supply goods or services in return for a payment or other Material Benefit if:

12.3.1 the goods or services are actually required by the Charity;

12.3.2 the nature and level of the benefit is no more than reasonable in relation to the value of the goods or services and is set at a meeting of the Trustees in accordance with the procedure in article 12.5; and

12.3.3 no more than a minority of the Trustees are interested in such a contract in any financial year.

Payments or other Material Benefits provided under article 5.15 or 12.1.2 shall be disregarded for the purposes of this article.

12.4 Whenever a Trustee has a personal interest in a matter falling within articles 12.1, 12.2 and 12.3, which is to be discussed at a meeting of the Trustees or a committee, he or she must comply with the procedure in article 12.5.

12.5 Where this article applies, a Trustee must:

12.5.1 Declare an interest before the meeting or at the meeting before discussion begins on the matter;

12.5.2 Be absent from the meeting for that item unless expressly invited to remain in order to provide information;

12.5.3 Not to be counted in the quorum for that part of the meeting; and

12.5.4 Have no vote on the matter and be absent during the vote if so requested by the other Trustees.

12.6 This article may not be amended without the written consent of the Commission in advance.

### 13. **CONFLICTS OF INTEREST**

13.1 Trustees must avoid Conflicts of Interest and wherever a Conflict of Interest arises in a matter to be discussed at a meeting of the Trustees (whether pursuant to article 8 or article 9) or a committee, a Conflicted Trustee must comply with the procedure set out in article 12.5.

13.2 Subject to article 12, if a Conflict of Interest matter is proposed to the Trustees, the Trustees may agree to:

13.2.1 authorise that matter; or

13.2.2 authorise a Conflicted Trustee to act in his or her ordinary capacity as a Trustee and carry out all the duties and powers of a Trustee in relation to that matter.

13.3 Where the Unconflicted Trustees consider an authorisation to act notwithstanding a Conflict of Interest, the Conflicted Trustee must comply with the procedure set out in article 12.5.

13.4 This article may not be amended without the written consent of the Commission in advance.

#### **14. COMPANY SEAL**

14.1 The Charity may have a company seal as determined from time to time by a meeting of the Trustees.

14.2 While the Charity has a company seal, the Trustees shall provide for the safe custody of the Charity's company seal.

14.3 Any company seal may only be used by the authority of the Trustees.

14.4 Any documents bearing the Charity's company seal and purporting to be attested by two Trustees or the Secretary shall, in the absence of proof to the contrary, be deemed to have been duly sealed by the Trustees.

14.5 The Secretary shall keep a record of every occasion on which the Charity's company seal is used.

#### **15. RECORDS AND ACCOUNTS**

15.1 The Trustees must comply with the requirements of the Companies Acts and of the Charities Act as to keeping financial records, the audit of accounts and the preparation and transmission of relevant filings to the Registrar of Companies and the Commission.

15.2 The Trustees must keep proper records of:

15.2.1 all proceedings at meetings of the Trustees whether at a general meeting or a board meeting;

15.2.2 all reports of committees; and

15.2.3 all professional advice obtained.

15.3 Accounting records relating to the Charity must be made available for inspection by any Trustee at any time during normal office hours.

15.4 A copy of the Charity's latest available audited financial statements must be supplied on request to any Trustee. A copy must also be supplied, within two months, to any other person who makes a written request and pays the Charity's reasonable costs.

## **16. NOTICES**

16.1 Notices under the Articles may be sent by hand, by post or by suitable electronic means.

16.2 The only address at which a Trustee is entitled to receive notices sent by post is an address in the UK shown in the register of Members.

16.3 Any notice given in accordance with these Articles is to be treated for all purposes as having been received:

16.3.1 24 hours after being sent by electronic means or delivered by hand to the relevant address;

16.3.2 two clear days after being sent by first class post to that address;

16.3.3 three clear days after being sent by second class or overseas post to that address;

16.3.4 on being handed to the Member personally; or

16.3.5 if earlier, as soon as the Member acknowledges actual receipt.

16.4 A technical defect in the giving of notice of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.

## **17. DISSOLUTION**

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

17.1.1 by transfer to one or more other bodies established for exclusively charitable purposes within, the same as or similar to the Objects;

17.1.2 directly for the Objects or for charitable purposes which are within or similar to the Objects; or

17.1.3 in such other manner consistent with charitable status as the Commission approve in writing in advance.

17.2 A final report and statement of account must be sent to the Commission.

17.3 This article may not be amended without the written consent of the Commission in advance.

## 18. **INTERPRETATION**

In the Articles, unless the context indicates another meaning, the defined terms shall have the following meanings:

**"the Articles"** means the Charity's articles of association

**"Bishop's Council"** means the constituent body of the Diocesan Council of Trustees which is the standing committee of the Diocesan Synod appointed pursuant to the Church Representation Rules as amended from time to time

**"Chairman"** means such person elected as Chairman of the Charity in accordance with article 10 and is ex officio thereby a member of the House of Laity

**"the Charity"** means the company governed by the Articles

**"the Charities Act"** means the Charities Act 2011

**"Charity Trustee"** has the meaning prescribed by section 177 of the Charities Act

**"Church"** means the Church of England

**"clear day"** means 24 hours from midnight following the relevant event

**"the Commission"** means the Charity Commission for England and Wales

**"the Companies Acts"** means the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the Charity

**"Conflict of Interest"** includes a conflict of interest and duty and a conflict of duties

**"Conflicted Trustee"** means any Trustee who has a conflict of Interest in relation to a matter to be discussed or voted upon at a meeting of the Trustees

**"Connected Person"** means any person who is a connected person in relation to a Trustee as such term is defined in section 252 of the Companies Act 2006



**"Custodian"** means a person or body which undertakes safe custody of assets or of documents or records relating to such assets and is a custodian trustee by virtue of the Parochial Church Councils (Powers) Measure 1956 (as amended) and the Incumbents and Churchwardens (Trusts) Measure 1964

**"Diocesan Bishop"** means the Bishop for the time being of the Diocese

**"Diocesan Council of Trustees"** means the strategic decision-making council of the Diocesan Synod whose members are members of the Bishop's Council (being the Standing Committee of the Diocesan Synod), the Charity, Diocesan Mission and Pastoral Committee and Diocesan Parsonages Board as constituted from time to time in accordance with the relevant measures

**"Diocesan Mission and Pastoral Committee"** means the constituent body of the Diocesan Council of Trustees appointed pursuant to the Mission and Pastoral Measure 2011 responsible for arrangements for pastoral supervision and care in the Diocese

**"Diocesan Parsonages Board"** means the constituent body of the Diocesan Council of Trustees appointed pursuant to the Repair of Benefice Buildings Measure 1972 responsible for the repair and replacement of parsonage houses and any building belonging to a benefice

**"Diocesan Secretary"** means the secretary for the Diocesan Synod who is also the secretary of the Diocesan Council of Trustees and company secretary to the Charity (or, where there is a vacancy, the acting Diocesan Secretary)

**"Diocesan Synod"** shall be as constituted by the Synodical Government Measure 1969

**"Diocese"** means the Church of England diocese of Southwark

**"Director"** means a director of the Charity and includes any person occupying the position of director, by whatever name called

**"Financial Expert"** means any person who is authorised to give investment advice under the Financial Services and Markets Act 2000

**"financial year"** means the Charity's financial year

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

**"Material Benefit"** means a benefit which may or may not be financial but has a monetary value

**"Member"** has the meaning given in section 112 of the Companies Act 2006 and **"Membership"** refers to company membership of the Charity

**"month"** means calendar month

**"Nominee Company"** means a corporate body registered or having an established place of business in England and Wales

**"the Objects"** means the Objects of the Charity as defined in article 4

**"Secretary"** means the company secretary of the Charity

**"Taxable Trading"** means carrying on a trade or business for the principal purpose of raising funds and not for the purpose of actually carrying out the Objects, the profits of which are subject to corporation tax

**"Trustee"** means a person who is both a Director and a Member of the Charity and a **"meeting of the Trustees"** means a meeting in their capacity as Directors pursuant to article 8 or their capacity as Members pursuant to article 9

**"Unconflicted Trustee"** means any Trustee who has no Conflict of Interest in relation to a matter to be discussed or voted upon at a meeting of the Trustees

**"Vice Chairman"** means such person elected as Vice Chairman of the Charity in accordance with article 10

**"written"** or **"in writing"** refers to a legible document on paper including a fax message or in electronic format

**"year"** means calendar year

18.1 Expressions used in these Articles which are defined in the Companies Acts have the same meaning as defined in those acts.

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