

Company Number: 00364987

THE FREE CHURCH FEDERAL COUNCIL (INCORPORATED)

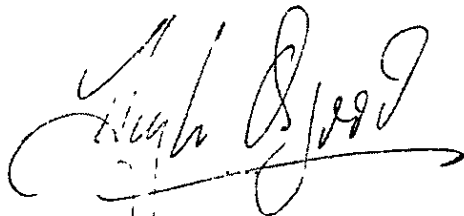
("the Company")

SPECIAL RESOLUTION

The following resolution was passed as a special resolution at the General Meeting of the Company held on 23rd March 2016 at 27 Tavistock Square, London WC1H 9HH by the members of the Company present and voting at the General Meeting

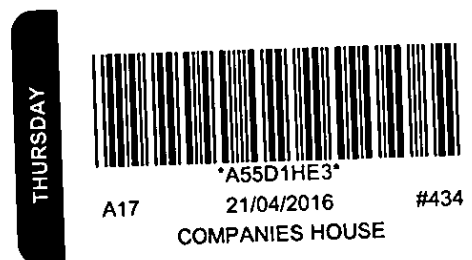
"THAT the draft regulations attached to this notice be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association "

Signed



Hugh Osgood
Moderator and Chair

Dated 23rd March 2016



Articles of Association

of

The Free Church Federal Council (Incorporated)

as altered by special resolutions passed on 21 September 1949, 28 March 1950, 23 April 1959,
27 March 1996, 6 November 1996, 5 November 1997, 3 November 1999, 20 September 2002,
16 September 2015 and 23 March 2016

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

THE COMPANIES ACT 2006

COMPANY NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION
THE FREE CHURCH FEDERAL COUNCIL
(INCORPORATED)

PART A. INTRODUCTION

1 INTERPRETATION

1 1 In these Articles

"the Act"	means the Companies Acts (as defined in Section 2 of the Companies Act 2006) insofar as they apply to the Corporation and any statutory modification or re-enactment thereof for the time being in force
"the Articles"	means these Articles of Association of the Corporation
"the Board"	means the board of Directors of the Corporation and (where appropriate) includes a Committee and the Directors acting by written resolution
"Board Meeting"	means a meeting of the Board
"Business Day"	means any day other than a Saturday, Sunday, bank holiday or public holiday
"Byelaws"	means the byelaws made in accordance with Article 38
"Chair"	means (subject to the context) either the person elected as chair of the Corporation under Article 27 or where the chair of the Corporation is not present or has not taken the chair at a meeting means the person who is chairing a Board Meeting or General Meeting at the time
"Charity Commission"	means the Charity Commission for England and Wales
"Clear Days"	in relation to a period of notice means the period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect
"Committee"	means a committee of the Board exercising powers delegated to it by the Board

"Companies House"	means the office of the Registrar of Companies
"the Corporation"	means the company intended to be regulated by the Articles
"Company Member"	means a member for the time being of the Corporation who is admitted under Article 6
Director"	means any director of the Corporation who is appointed under Article 19
"General Meeting"	means a meeting of Company Members
"the Group"	means the group known as The Free Churches Group comprising of denominations listed from time to time in Byelaws
"the Group Meeting"	means a meeting through which the Group shall conduct its business as prescribed by Byelaws
"including"	means "including without limitation" and "include" and "includes" are to be construed accordingly
"the Memorandum"	means the Memorandum of Association of the Corporation
"the Moderator"	means the person elected to be moderator by the Group at a Group Meeting, (whose role is to be the Group's public representative and who is also a Director) by the procedure that the Board shall prescribe from time to time by Byelaws provided that the moderator must be a leading figure from one of the denominations comprising the Group
the Object	means the object of the Corporation set out in Article 3
"Observers"	means those persons (other than Directors) present under Article 29 at a Board Meeting
"officers of the Corporation"	means the Secretary (if any) and the Directors
"Registered Office"	means the registered office of the Corporation
"Secretary"	means the company secretary of the Corporation including a joint, assistant or deputy secretary
"United Kingdom"	means Great Britain and Northern Ireland
"Vice-Chair"	means a person elected as a Vice-Chair of the Company under Article 27
"Working Party"	means a body established by the Board to make making powers

1 2 In the Articles

1 2 1 terms defined in the Act are to have the same meaning,

1 2 2 references to the singular include the plural and vice-versa and to the masculine include the feminine and neuter and vice-versa,

1 2 3 references to "organisations" or "persons" include corporate bodies, public bodies, unincorporated associations and partnerships,

1 2 4 references to legislation, regulations, determinations and directions include all amendments, replacements or re-enactments and references to legislation (where appropriate) include all regulations, determinations and directions made or given under it,

1 2 5 references to "written" or "writing" include communications by electronic means (including, but not limited to, by email and facsimile transmission) unless

1 2 5 1 the Articles otherwise provide,

1 2 5 2 the Board specifies otherwise, or

1 2 5 3 such communication would not meet the requirements of specific legislation or regulations,

1 2 6 references to articles are to those within the Articles, and

1 2 7 headings are not to affect the interpretation of the Articles

1 3 For the avoidance of doubt the system of law governing the Memorandum and the Articles is the law of England and Wales

1 4 None of the model articles in the Companies (Model Articles) Regulations 2008 applies to the Corporation

2 NAME

The name of the Corporation is The Free Church Federal Council (Incorporated)

3 OBJECT

The Object for which the Corporation is established are the advancement of the Christian religion

4 POWERS

The Corporation may do anything that a natural or corporate person can lawfully do which is not expressly prohibited by the Articles in order to further the Object (but not otherwise) and in particular it has powers

Staff and Volunteers

- 4 1 to employ staff or engage consultants and advisers on such terms as the Board thinks fit and to provide pensions to staff, their relatives and dependants,
- 4 2 to recruit or assist in recruiting and managing voluntary workers, including paying their reasonable expenses,

Property

- 4 3 to purchase, lease, exchange, hire or otherwise acquire any real or personal property rights or privileges (including shared or contingent interests),
- 4 4 to construct, alter, improve, convert, maintain, equip, furnish and/or demolish any buildings, structures or property,
- 4 5 to sell, lease, license, exchange, dispose of or otherwise deal with property (subject to the restrictions in the Charities Act 2011),
- 4 6 to provide accommodation for any other charitable organisation on such terms as the Board decides (including rent-free or at nominal or non-commercial rents) subject to the restrictions in the Charities Act 2011,

Borrowing

- 4 7 to borrow and give security for loans,

Grants and Loans

- 4 8 to make grants, donations or loans, to give guarantees and to give security for those guarantees (subject to the restrictions in the Charities Act 2011),

Fund Raising

- 4 9 to raise funds, to invite and receive contributions,

Trading

- 4 10 to trade in the course of carrying out the Object and to charge for services,

Publicity

- 4 11 to hold, conduct or promote meetings, conferences, lectures, exhibitions or training courses and to disseminate information to publicise the work of the Corporation and other organisations operating in similar fields,
- 4 12 to promote or carry out research and publish the results of it,

Contracts

- 4 13 to co-operate with and enter into contracts with any person,

Bank or building society accounts

- 4 14 to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank or building society accounts in

the name of the Corporation,

Investments

4 15 to -

4 15 1 deposit or invest funds,

4 15 2 employ a professional fund-manager, and

4 15 3 arrange for the investments or other property of the Corporation to be held in the name of a nominee

in the same manner and subject to the same conditions as trustees of a trust are permitted to do by the Trustee Act 2000

Insurance

4 16 to insure the assets of the Corporation to such amount and on such terms as the Board decides, to pay premiums out of income or capital and to use any insurance proceeds as the Board decides (without necessarily having to restore the asset),

4 17 to insure and to indemnify the Corporation's employees and voluntary workers from and against all risks incurred in the proper performance of their duties,

4 18 to take out insurance to protect the Corporation and those who use premises owned by or let or hired to the Corporation,

4 19 to provide indemnity insurance for the Directors in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011,

Other Organisations etc.

4 20 to establish, promote, assist or support (financially or otherwise) any trusts, companies, community benefit societies, associations or institutions in fulfilment of the Object or to carry on any other relevant charitable purposes,

4 21 to co-operate or join with any charity, voluntary body or public or statutory authority or any other organisation in any location whatsoever in furthering the Object or allied charitable purposes, to exchange information and advice and to undertake joint activities with them,

4 22 to amalgamate with any charity which has an object or objects similar to the Object,

4 23 to undertake and execute any charitable trusts,

4 24 to affiliate, register, subscribe to or join any organisation,

4 25 to act as agent or trustee for any organisation,

4 26 to establish and support or aid in the establishment and support of associations, institutions, funds and trusts for the benefit of aged or incapacitated ministers, missionaries or evangelists engaged in promoting the Object,

4 27 to provide in whole or in part for the salary or maintenance of any person or persons

engaged in promoting the Object,

Reserves

- 4 28 to accumulate income in order to set aside funds for special purposes or as reserves against future expenditure,

Formation expenses

- 4 29 to pay the costs of forming the Corporation and of complying with all relevant registration requirements, and

General

- 4 30 to do anything else within the law which is incidental and conducive to the Object

5 APPLICATION OF FUNDS

5 1 General

The income and property of the Corporation must be applied solely towards promoting the Object and (except to the extent authorised by Article Article 5 2)

- 5 1 1 no part may be paid or transferred directly or indirectly by dividend bonus or profit to a Company Member, and
- 5 1 2 a Director may not directly or indirectly receive any payment of money or benefit from the Corporation

5 2 Benefits

- 5 2 1 Nothing in these Articles shall
- 5 2 1 1 prevent the payment in good faith of interest not exceeding 5 per cent per annum on any loan advanced by the Company Members to promote the Object,
- 5 2 1 2 prevent the payment in good faith of reasonable and proper rent for premises demised by any Company Member to the Corporation,
- 5 2 1 3 prevent the payment in good faith of reasonable and proper remuneration to any officers or servants of the Corporation or subject to the provisions hereinafter contained, to any Company Member in return for any services actually rendered to the Corporation or undertaken by the authority of the Board to promote the Object,
- 5 2 1 4 exclude any Company Members from any grant made in furtherance of the Object,
- 5 2 1 5 prevent payment of a pension or retiring allowance to any minister, missionary or evangelist who may be a Company Member or the wife, widow or family of any such person,

- 5 2 1 6 prevent the bona fide supporting or aiding pursuant to the preceding Articles 4 26 and 4 27 of the officers, agents or servants of the Corporation or of aged and incapacitated ministers, missionaries or evangelists, person or persons therein mentioned, or
- 5 2 1 7 prevent the gratuitous distribution among or sale at a discount to subscribing Company Members or to subscribers to its funds, of any books or other publications whether published by the Corporation or otherwise relating to the Object

but so that no Director shall be appointed to any salaried office of the Corporation or any office of the Corporation paid by fees and that no remuneration or other benefit in money or monies worth shall be given by the Corporation to any Director except payment authorised under section 185 of the Charities Act 2011 (or any amendments, replacement or re-enactments thereof) or, repayment of out-of-pocket expenses and interest at the rate hereinbefore mentioned on money lent or reasonable and proper rent for premises demised to the Corporation. Provided That this provision shall not apply to any payment to any railway, gas, electric lighting, water, cable or telephone company of which a Director may be a member or any other company in which such Director shall not hold more than one-hundredth part of the capital and such Director shall not be bound to account for any share of profits he/she may receive in respect of such payment

PART B. COMPANY MEMBERSHIP

6 MEMBERS

6 1 Subject to Article 7 3 the Company Members are -

6 1 1 the subscribers to the Memorandum, and

6 1 2 others admitted to membership of the Corporation by the Board under the Articles

6 2 The Board may create associate or other types of non-voting membership and may determine the rights and obligations of any such members and the conditions for admission to and termination of membership. However, these members are not Company Members and references in these Articles to "Company Members" and "membership" do not apply to these non-voting members and non-voting members do not qualify as members for any purpose under the Act

7 ADMISSION OF COMPANY MEMBERS

7 1 The Company Members of the Corporation shall be the Directors. No one else may be a Company Member. On appointment as a Director a person shall automatically be appointed as a Company Member.

7 2 Company membership is personal and not transferable.

7 3 As at the date of the adoption of these Articles of Association the Company Members are the Directors named at Article 19 3 and, for the avoidance of doubt, any other person or organisation who was a Company Member prior to the adoption of these Articles of Association shall have ceased to be a Company Member.

8 TERMINATION OF COMPANY MEMBERSHIP

A person will cease to be a Company Member on ceasing to be a Director.

9 LIABILITY OF COMPANY MEMBERS

9 1 The liability of the Company Members is limited.

9 2 Every Company Member promises, if the Corporation is wound up whilst he/she is a Company Member or within one year after ceasing to be a Company Member, to contribute such amount as is required up to a maximum of £1 towards

9 2 1 winding up the Corporation,

9 2 2 the payment of the debts and the payment of the costs, charges and expenses of liabilities incurred whilst the contributor was a Company Member, and

9 2 3 the adjustment of the rights of the contributories among themselves

PART C. GENERAL MEETINGS

10 GENERAL MEETINGS

- 10 1 The Board may call a General Meeting at any time, to be held at such time and place as the Board decides subject to Article 11
- 10 2 On receiving a requisition from the Company Members with at least 5% of the total voting rights and in accordance with the requirements of the Act the Board must promptly convene a General Meeting

11 NOTICE OF GENERAL MEETINGS

- 11 1 Every General Meeting must be called by at least 14 Clear Days' notice
- 11 2 A General Meeting may be called by shorter notice if this is agreed by a majority in number of the Company Members who may attend and vote and who together hold 90% or more of the total voting rights of all of the Company Members at the General Meeting
- 11 3 The notice must specify -
 - 11 3 1 the time, date and place of the General Meeting,
 - 11 3 2 the general nature of the business to be transacted, and
 - 11 3 3 if a special resolution is proposed, the fact that the proposed resolution is a special resolution and the wording of the resolution
- 11 4 Subject to the Act no business may be transacted at a General Meeting except that specified in the notice convening the meeting
- 11 5 Notice of a General Meeting must be given to all of the Company Members, the Directors and the Corporation's auditors (if any)
- 11 6 The accidental omission to give notice of a General Meeting to, or the non-receipt of notice of a General Meeting by, any person entitled to receive notice will not invalidate the proceedings at that General Meeting

12 QUORUM

- 12 1 No business may be transacted at a General Meeting unless a quorum is present
- 12 2 The quorum for General Meetings is whichever is the greater of one third or four of the Company Members for the time being present in person or by proxy
- 12 3 A Company Member may be part of the quorum at a General Meeting if he/she can hear, comment and vote on the proceedings through telephone, video conferencing or other communications equipment
- 12 4 If a quorum is not present within 15 minutes from the time of the General Meeting or

a quorum ceases to be present during a General Meeting it must be adjourned to such time and place as the Board decides

12 5 If at the adjourned meeting there are again insufficient Company Members present within 15 minutes from the time of the adjourned General Meeting to constitute a quorum then those Company Members who are present (provided that they number at least 3) shall constitute a quorum for the purpose of enabling the appointment of Directors only

12 6 Reasonable notice of an adjournment of a General Meeting because of a lack of quorum and the time and place of the adjourned General Meeting must be given to all Company Members

13 CHAIR AT GENERAL MEETINGS

13 1 The Chair is to chair General Meetings

13 2 If the Chair is not present within 15 minutes from the time of the General Meeting or is unwilling to act then the Company Members present must choose one of their number to chair the General Meeting

14 ADJOURNMENT OF GENERAL MEETINGS

14 1 The Chair may, with the consent of a General Meeting at which a quorum is present (and must if so directed by the General Meeting), adjourn it to a time and place agreed by the General Meeting

14 2 The Chair may also adjourn a General Meeting if it appears to the Chair that for any other reason an adjournment is necessary for the business of the meeting to be properly conducted

14 3 The only business that may be transacted at an adjourned General Meeting is that left unfinished from the General Meeting that was adjourned

14 4 It is not necessary to give notice of a General Meeting which is adjourned under Article 14 1 or 14 2 unless it is adjourned for 30 days or more in which case 7 Clear Days' notice must be given

14 5 Resolutions passed at an adjourned General Meeting are to be treated as having been passed on the date on which they were actually passed

15 VOTING AT GENERAL MEETINGS

15 1 Resolutions are to be decided on a show of hands unless a ballot is properly demanded

15 2 Each Company Member present in person or by proxy has one vote both on a show of hands and a ballot

15 3 If there is an equality of votes on a show of hands or a ballot the Chair is not entitled to a second or casting vote and resolutions which fail to achieve the required majority will be lost

- 15 4 An objection to the qualification of any voter may only be raised at the General Meeting at which the vote objected to is tendered. Every vote not disallowed at the General Meeting is valid. An objection made in time must be referred to the Chair whose decision is final.
- 15 5 A declaration by the Chair that a resolution has been carried (or not carried) unanimously, or by a particular majority, which is entered into the minutes of the meeting is conclusive evidence of the fact unless a ballot is demanded.

16 BALLOTS

- 16 1 A ballot may be demanded by the Chair or by any two Company Members before or on the declaration of the result of a show of hands.
- 16 2 A demand for a ballot may be withdrawn before the ballot is taken. If the demand for a ballot is withdrawn the result of the show of hands will stand.
- 16 3 The demand for a ballot will not prevent the General Meeting continuing to transact business other than in relation to the question on which the ballot is demanded.
- 16 4 A ballot is to be taken as the Chair directs. The Chair may appoint scrutineers (who need not be Company Members) and set a time and place to declare the result. The result will be the resolution of the General Meeting at which the ballot was demanded but will be treated as passed when the result is declared.
- 16 5 A ballot on the election of a chair or an adjournment must be taken immediately. A ballot on any other question may be taken either immediately or at such time and place as the Chair directs.
- 16 6 At least 7 Clear Days' notice must be given of the time and place at which the ballot is to be taken unless the time and place are announced at the General Meeting at which it is demanded.

17 PROXIES

- 17 1 A Company Member may validly appoint a proxy by notice in writing which
 - 17 1 1 states the name and address of the member appointing the proxy,
 - 17 1 2 identifies the person appointed to be that member's proxy and the General Meeting in relation to which that person is appointed,
 - 17 1 3 is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the Directors may determine, and
 - 17 1 4 is delivered to the Corporation in accordance with the Articles and any instructions contained in the notice of the General Meeting to which they relate.
- 17 2 A proxy need not be a Company Member. The Board may from time to time prescribe a form to appoint a proxy by Byelaws. A proxy may not appoint another proxy.

- 17 3 The document appointing a proxy may instruct the proxy which way to vote on particular resolutions
- 17 4 A proxy will only be valid if the document appointing a proxy (and any power of attorney or other authority (if any) under which it is signed) or a properly certified copy is deposited at the Registered Office at least 24 hours before the starting time for the General Meeting or adjourned General Meeting at which the proxy proposes to vote
- 17 5 No document appointing a proxy will be valid for more than 12 months
- 17 6 A vote given or ballot demanded by proxy is to be valid despite -
 - 17 6 1 the revocation of the proxy, or
 - 17 6 2 the death or insanity of the principalunless written notice of the death, insanity or revocation is received at the Registered Office before the start of the General Meeting or adjourned General Meeting at which the proxy is used
- 17 7 A proxy form will not be valid for any part of a General Meeting at which the Company Member who appointed the proxy is present

18 COMPANY MEMBERS' WRITTEN RESOLUTIONS

- 18 1 A written resolution approved by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of eligible Company Members (provided that those Company Members would constitute a quorum at a General Meeting) is as valid as if it had been passed at a General Meeting provided that
 - 18 1 1 a copy of the proposed resolution has been sent to every eligible Company Member,
 - 18 1 2 a simple majority (or in the case of a special resolution a majority of not less than 75%) of Company Members have signified their agreement to the resolution, and
 - 18 1 3 such agreement is contained in an authenticated document that has been received at the Registered Office within the period of 28 days beginning with the circulation date
- 18 2 A resolution under Article 18 1 may consist of several documents in similar form each approved by one or more Company Members

PART D. DIRECTORS

19 APPOINTMENT OF DIRECTORS

19 1

19 1 1 On or before the appointment of a person as a Director the person must either sign the prescribed Companies House form for the appointment of a director or provide the information necessary to register the person online at Companies House as a Director. The appointment of any person as a Director, who has not complied with the requirements of this Article 19 1 1 within one month of appointment, is to lapse unless the Board resolves that there is good cause for the delay.

19 1 2 The Directors at the date of the adoption of these Articles of Association are

19 1 2 1 Hugh Osgood who is the Moderator and whose term of office will end in accordance with Article 21,

19 1 2 2 Joshua Bandele whose term of office will expire on 31 day of March 2017,

19 1 2 3 Christopher Whiteley whose term of office will expire on 31 day of March 2017,

19 1 2 4 John Read whose term of office will expire on 31 day of March 2017,

19 1 2 5 Robert Dowty whose term of office will expire on 31 day of March 2017,

19 1 2 6 Trevor Howard whose term of office will expire on 31 day of March 2018,

19 1 2 7 Eric Southwick whose term of office will expire on 31 day of March 2018,

19 1 2 8 Joseph Wood whose term of office will expire on 31 day of March 2018,

19 1 2 9 Gwendoline Denny whose term of office will expire on 31 day of March 2018,

19 1 2 10 Stephen Keyworth whose term of office will expire on 31 day of March 2019,

19 1 2 11 James Breslin whose term of office will expire on 31 day of March 2019,

19 1 2 12 Deseta Davis whose term of office will expire on 31 day of March 2019, and

19 1 2 13 Geoffrey Lomas whose term of office will expire on 31 day of March 2019

and for the avoidance of doubt any other person who was a Director prior to the adoption of these Articles of Association shall have ceased to be a Director

19 1 3 Directors -

19 1 3 1 must be aged 18 or over,

19 1 3 2 must not be disqualified from acting as a charity trustee or a company director, and

19 1 3 3 must be a member in good standing of a denomination that is a member of the Group

19 2 Subject to Articles 19 1 and 19 4 the Board shall comprise of

19 2 1 the Moderator, and

19 2 2 up to (but not more than) 20 other Directors

all of whom shall be appointed as the Board shall prescribe from time to time by Byelaws provided that at all times the minimum number of Directors must not be less than 5

19 3 In addition to the process for the appointment of Directors prescribed by the Board from time to time by Byelaws and subject to Article 19 1 and Article 19 2, the Board may appoint Directors to fill any vacancies on the Board

19 4 Subject to Article 19 1 and the provisions of any Byelaws at the conclusion of his/her term of office a Director who is willing to continue in office may be reappointed in accordance with Article 19 2 or Article 19 3

20 OBLIGATIONS OF DIRECTORS

20 1 The Board must set out in writing the principal obligations of every Director to the Board and to the Corporation. The statement of Directors' obligations is not intended to be exhaustive and the Board may review and amend it from time to time

20 2 The statement of the obligations of the Directors to the Corporation must include -

20 2 1 a commitment to its values and objectives,

20 2 2 an obligation to contribute to and share responsibility for the Board's decisions,

20 2 3 an obligation to read Board papers and to attend meetings, training sessions and other relevant events,

20 2 4 an obligation to declare relevant interests,

20 2 5 an obligation (subject to any overriding legally binding requirement to the contrary) to keep confidential the affairs of the Board,

20 2 6 an obligation to comply with statutory and fiduciary duties, including -

20 2 6 1 to act in the best interests of the Corporation,

20 2 6 2 to declare any interests a Director may have in matters to be discussed at Board meetings and not put himself/herself in a position where his/her personal interest or a duty owed to another conflicts with the duties owed to the Corporation,

20 2 6 3 to secure the proper and effective use of the Corporation's property,

20 2 6 4 to act personally,

20 2 6 5 to act within the scope of any authority given,

20 2 6 6 to use the proper degree of skill and care when making decisions particularly when investing funds, and

20 2 6 7 to act in accordance with the Articles, and

20 2 7 a reference to obligations under the general law

20 3 A Director must sign and deliver to the Board a statement confirming he/she will meet his/her obligations to the Board and to the Corporation within four months of his/her appointment

21 RETIREMENT AND REMOVAL OF DIRECTORS

21 1 A Director will cease to hold office if he/she -

21 1 1 dies,

21 1 2 ceases to be a Director under the Act or is prohibited by law from being a Director or is disqualified from acting as a charity trustee under the Charities Act 2011,

21 1 3 in the reasonable opinion of the Board, becomes incapable of fulfilling his/her duties and responsibilities as a Director because of illness or injury and the Board resolves that he/she be removed as a Director,

21 1 4 is declared bankrupt or makes any arrangement or composition with his/her creditors,

21 1 5 is in the opinion of the Board guilty of conduct detrimental to the interests of the Corporation and the Board resolves by a 75% majority of the Directors present and voting at a properly convened Board Meeting that he/she should be removed provided that the Director concerned has first been given an opportunity to put his/her case and to justify why he/she should not be removed as a Director,

21 1 6 resigns by written notice to the Corporation at the Registered Office,

- 21 1 7 is absent without good reason from three consecutive Board Meetings held no more frequently than once per month and the Board resolves (by a simple majority of the Directors present and voting at a properly convened Board Meeting) that he/she should cease to be a Director,
- 21 1 8 fails to sign a statement of his/her obligations under Article 20 within four months of his/her appointment and the Board resolves that he/she be removed,
- 21 1 9 is removed in accordance with any procedure prescribed by the Board from time to time in Byelaws,
- 21 1 10 ceases to be a Company Member,
- 21 1 11 in the reasonable opinion of the Board, ceases to be a member of, ceases to be a member in good standing of or belong to, a denomination that is a member of the Group, or
- 21 1 12 in the case of the Moderator, ceases to be the Moderator

22 CONFLICTS OF INTEREST AND BOARD MEMBER CONDUCT

22 1 Declaration of interests

- 22 1 1 If a Director is in any way, directly or indirectly, interested in a proposed transaction or arrangement with the Corporation, he/she must declare the nature and extent of that interest to the other Directors
- 22 1 2 In accordance with the Act, the declaration may be made at a Board Meeting or by written notice
- 22 1 3 If a declaration of interest proves to be or becomes inaccurate or incomplete a further declaration must be made
- 22 1 4 Any required declaration of interest must be made before the Corporation enters into the transaction or arrangement
- 22 1 5 A declaration is not required in relation to an interest of which the Director is not aware or where the Director is not aware of the transaction or arrangement in question For this purpose a Director is treated as being aware of matters of which he/she ought reasonably to be aware
- 22 1 6 A Director need not declare an interest -
 - 22 1 6 1 if it cannot reasonably be regarded as likely to give rise to a conflict of interests, or
 - 22 1 6 2 if, and to the extent that, the other Directors are already aware of it (and for this purpose the other Directors are treated as being aware of anything of which they ought reasonably to be aware)

22 2 Authorisation of direct conflicts of interest

A Director may enter into a transaction or arrangement with the Corporation only if and to the extent that such an arrangement is authorised by Article 5

22 3 Authorisation of indirect conflicts of interest

22 3 1 Where, for whatever reason, a Director has any form of indirect interest in relation to a transaction or arrangement with the Corporation (which shall include a conflict of duty) and the transaction or arrangement is not authorised by virtue of any other provision in the Articles then it may be authorised by those Directors not having a conflict provided that -

22 3 1 1 the Director with the conflict (and any other interested Director) is not counted when considering whether or not there is a valid quorum for that part of the meeting and does not vote in relation to the matter giving rise to the conflict, and

22 3 1 2 the Directors who do not have a conflict in relation to the matter in question consider it is in the best interests of the Corporation to authorise the transaction

22 3 2 The Directors who do not have a conflict in relation to the matter in question may, in their absolute discretion, determine that the Director with the conflict and/or any other interested Director should absent himself/herself from the part of the meeting at which there is discussion concerning the transaction or arrangement giving rise to the conflict

22 4 Complaints about conduct

22 4 1 If the Chair receives written notice of a complaint identifying the complainant and alleging conduct by a Director that in his/her reasonable opinion is detrimental to the interests of the Corporation and suggests that there is a prima facie case for the complaint to be investigated in accordance with the provisions of this Article he/she may suspend the Director concerned

22 4 2 Conduct detrimental to the interests of the Corporation includes

22 4 2 1 any breach of a Director's obligations as set out in the statement of obligations of Directors signed by him/her under Article 20 or otherwise, and

22 4 2 2 conviction of any offence which has or is likely to bring the Corporation into disrepute

22 4 3 Where the Chair is absent or unable or unwilling to act in relation to the complaint or the complaint is about the Chair, then the Moderator or (if the Moderator is the Chair or if the Moderator is absent or unable or unwilling to act in relation to the complaint) the most senior Director by date of appointment, may exercise, in the same circumstances as the Chair, the power to suspend the Chair or a Director under Article 22 4 1 as the case may be. Provided that where the complaint has to be handled by the most senior Director by date of appointment, if there are two or more Directors

who have been appointed for the same length of time then those Directors shall decide amongst themselves who shall handle the complaint and in the absence of agreement the remaining Directors without a conflict of interest in relation to this matter shall decide who shall handle the complaint

22 4 4 The Director whose conduct is complained of must immediately be notified in writing either by the Secretary (if any) or by the Chair of the complaint and of any suspension which if exercised under Article 22 4 1 or Article 22 4 3 will be effective from the date of the notice During the period of any suspension the Director must not

22 4 4 1 participate in a Board Meeting,

22 4 4 2 authorise or incur expenditure on behalf of the Corporation,

22 4 4 3 make use of any property belonging to or in use by the Corporation in his/her capacity as a Director,

22 4 4 4 hold himself/herself out as a Director of the Corporation, or

22 4 4 5 seek to commit the Corporation to any obligation

22 4 5 On receipt of a complaint under Article 22 4 1 the Chair must immediately refer the matter for a fair process of investigation, which may be carried out by a panel established for the purpose, an independent person or persons, or such other body as the Chair acting reasonably shall appoint, including under such procedure for dealing with complaints as the Board may from time to time approve

PART E. BOARD MEETINGS

23 FUNCTIONS OF THE BOARD

The Board must direct the Corporation's affairs in such a way as to promote the Object Its functions include -

- 23 1 defining and ensuring compliance with the values and objectives of the Corporation,
- 23 2 establishing policies and plans to achieve those objectives,
- 23 3 approving each year's budget and accounts before publication,
- 23 4 establishing and overseeing a framework of delegation of its powers to Committees and Working Parties (under Article 28) and employees with proper systems of control,
- 23 5 monitoring the Corporation's performance in relation to its plans budget controls and decisions,
- 23 6 appointing (and if necessary removing) employees,
- 23 7 satisfying itself that the Corporation's affairs are conducted in accordance with generally accepted standards of performance and propriety, and
- 23 8 ensuring that appropriate advice is taken on the items listed in Articles 23 1 to 23 7 and in particular on matters of legal compliance and financial viability

24 POWERS OF THE BOARD

- 24 1 Subject to the Act and the Articles, the business of the Corporation is to be managed by the Board who may exercise all of the powers of the Corporation
- 24 2 An alteration to the Articles does not invalidate earlier acts of the Board which would have been valid without the alteration

25 BOARD MEETINGS

- 25 1 Subject to the Articles, the Board may regulate Board Meetings as it wishes
- 25 2 There must be a minimum of 2 Board Meetings held in each calendar year
- 25 3 Board Meetings may be called by the Chair or by the Secretary (if appointed) if, in the case of the Secretary calling the Board Meeting, the Secretary is requested to do so by at least one fifth of the Directors for the time being
- 25 4 7 days' notice of Board Meetings must be given to each of the Directors but it is not necessary to give notice of a Board Meeting to a Director who is out of the United Kingdom
- 25 5 A Board Meeting which is called on shorter notice than required under Article 25 4

is deemed to have been duly called if at least two Directors certify in writing that because of special circumstances it ought to be called as a matter of urgency

25 6 Matters arising at a Board Meeting are to be decided by a simple majority of votes and, subject to Article 25 77, each Director is to have one vote

25 7 If there is an equality of votes the Chair is entitled to a second or casting vote

25 8 A technical defect in the appointment of a Director or in the delegation of powers to a Committee of which the Board is unaware at the time does not invalidate decisions taken in good faith

26 QUORUM FOR BOARD MEETINGS

26 1 The quorum for Board Meetings is whichever is the greater of one third or 4 of the Directors for the time being

26 2 A Director may be part of the quorum at a Board Meeting if he/she can hear comment and vote on the proceedings through telephone, video conferencing or other communications equipment

26 3 The Board may act despite vacancies in its number but if at any time the total number of Directors in office is less than 5 then the Board may only act to procure that additional Directors are appointed

26 4 At a Board Meeting which remains inquorate for 15 minutes after its starting time or one which becomes inquorate for more than 15 minutes the Directors present may act only to adjourn it to such other time and place as they decide

26 5 If at the adjourned meeting there are again insufficient Directors present within 15 minutes from the time of the adjourned Board Meeting to constitute a quorum then the meeting will be dissolved

27 CHAIR

27 1 The Corporation must have a Chair and may have a Vice-Chair. The Chair and the Vice-Chair (if any) is to be elected by the Board from amongst the Directors (including for the avoidance of doubt the Moderator). At the point of election the Board must determine the date at which the Chair's and the Vice-Chair's (if any) term of office ends but that term must not exceed their remaining term as Director. Subject to the provisions of any Byelaws the Chair and the Vice-Chair (if any) may be re-elected by the Board at the end of his/her term of office

27 2 The Chair and the Vice-Chair, (if any) may resign from his/her position at any time without necessarily resigning as Director at the same time

27 3 Where there is no Chair the first item of business at a Board Meeting must be to elect a Chair in accordance with Article 27 1

27 4 The Chair and the Vice-Chair, (if any) may be removed only at a Board Meeting called for the purpose at which a resolution with a majority in favour is passed. The Chair or the Vice-Chair (as the case may be) must be given an opportunity to say why he/she should not be removed

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- 27 5 The Chair is to chair all Board Meetings and General Meetings at which he/she is present unless he/she does not wish or is not able to do so
- 27 6 If the Chair is not present within 5 minutes after the starting time of a Board Meeting, or is unwilling or unable to chair a Board Meeting, then the Vice-Chair, (if any,) must chair the Board Meeting unless he/she is unwilling or unable to do so
- 27 7 If both the Chair and the Vice-Chair, (if any,) are not present within 5 minutes after the starting time of a Board Meeting or both are unwilling or unable to chair the meeting then the Board must elect one of the Directors who is present to chair the Board Meeting provided that if the Chair or the Vice-Chair (as the case may be) join the Board Meeting at any point then if they are willing they shall chair for the remainder of the Board Meeting
- 27 8 The functions of the Chair are -
- 27 8 1 to ensure that Board Meetings and General Meetings are conducted efficiently,
 - 27 8 2 to give all Directors an opportunity to express their views,
 - 27 8 3 to establish a constructive working relationship with and to provide support for the employees,
 - 27 8 4 where necessary (and in conjunction with the other Directors) to ensure that where the post of any employee is or is due to become vacant, a replacement is found in a timely and orderly fashion,
 - 27 8 5 to encourage the Board to delegate sufficient authority to its Committees to enable the business of the Corporation to be carried on effectively between Board Meetings,
 - 27 8 6 to ensure that the Board monitors the use of delegated powers, and
 - 27 8 7 to encourage the Board to take professional advice when it is needed and particularly before considering the dismissal of an employee
- 27 9 The role of the Vice-Chair, if any, is to deputise for the Chair during any period of his/her absence and, for that period, his/her functions shall be the same as those of the Chair

28 COMMITTEES AND WORKING PARTIES

- 28 1 The Board may -
- 28 1 1 establish Committees consisting of at least one Director and such other persons whom the Board (and not the Committee) shall approve,
 - 28 1 2 delegate to a Committee any of its powers, and
 - 28 1 3 revoke a delegation at any time
- 28 2 The Board may establish Working Parties consisting of those persons whom the

Board approve. A Working Party may not take decisions on behalf of the Board but may consider issues in depth with a view to making recommendations to the Board

- 28 3 The Board must specify the financial limits within which any Committee may function. A Working Party can have no authority to incur expenditure
- 28 4 The members of a Committee or a Working Party are to be appointed by the Board but the Board may give a Committee or a Working Party the right to co-opt individuals to its membership provided that in the case of a Committee all co-opted members must first be approved by the Board. The Board is to determine the chair of each Committee or Working Party
- 28 5 Each member of a Committee or Working Party (including the chair) is to hold office from the date of his/her appointment until he/she resigns or ceases to be a member as specified from time to time in the Byelaws
- 28 6 Each Committee and Working Party will operate in accordance with the procedures specified in Byelaws from time to time
- 28 7 Every Committee or Working Party must report its proceedings and decisions to the Board as the Board determines and in any case must provide the Board with a report of its proceedings in time for the next Board meeting that takes place after the Committee or Working Party (as the case may be) has met

29 OBSERVERS

- 29 1 Subject to Article 29 4, the Board may allow individuals who are not Directors to attend Board Meetings as Observers on whatever terms the Board decides
- 29 2 Observers may not vote but may take part in discussions with the prior consent of the Chair
- 29 3 The Board may exclude Observers from any part of a Board Meeting where the Board considers the business is private
- 29 4 The Board must exclude an Observer from any Board Meeting at which a possible personal benefit to him/her is being considered

30 DIRECTORS' WRITTEN RESOLUTIONS

- 30 1 A written resolution approved by all of the Directors entitled to receive notice of a Board Meeting (provided they would constitute a quorum at a Board Meeting) is as valid as if it had been passed at a Board Meeting
- 30 2 A written resolution approved by a simple majority of the members of a Committee (provided they would constitute a quorum of that Committee) is as valid as if it had been passed at a meeting of that Committee
- 30 3 A resolution under Articles 30 1 or 30 2 may consist of several documents in similar form each approved by one or more of the Directors or Committee Members

PART F. OFFICERS OF THE CORPORATION

31 THE SECRETARY

- 31 1 The Board may decide whether or not a Secretary is appointed
- 31 2 Where appointed, a Secretary may be removed by the Board at any time
- 31 3 If a Director is appointed as Secretary he/she may not receive any remuneration for acting in that capacity

32 INDEMNITIES FOR OFFICERS OF THE CORPORATION AND EMPLOYEES

- 32 1 The Corporation may indemnify any officer of the Corporation or employee (other than a Director) against any liability incurred by him/her in his/her capacity as such except when that liability is due to his/her own dishonesty or gross negligence
- 32 2 Subject to the Act (in particular sections 232-238 or any section of any other statute amending or replacing sections 232-238) and Article 32 3, the Corporation may indemnify any Director against any liability incurred by him/her in his/her capacity as such
- 32 3 The indemnity provided to a Director in accordance with Article 32 2 may not include any indemnity against liability -
 - 32 3 1 to the Corporation or a company associated with it,
 - 32 3 2 for fines or penalties, or
 - 32 3 3 incurred as a result of his/her unsuccessful defence of criminal or civil proceedings
- 32 4 The indemnity provided to a Director in accordance with Article 32 2 may include the provision of funds to cover his/her legal costs as they fall due on terms that the Director in question will repay the funds if he/she is unsuccessful in his/her defence of the criminal or civil proceedings to which these costs relate
- 32 5 In respect to its auditor the Corporation may -
 - 32 5 1 purchase and maintain insurance for his/her benefit against any liability incurred by him/her in his/her capacity as such, and
 - 32 5 2 indemnify him/her against any liability incurred in defending any proceedings (whether civil or criminal) in which judgment is given in his/her favour or he/she is acquitted or in connection with any application under Section 1157 of the Act or any section of any other statute amending or replacing Section 1157 in which relief is granted to him/her by the Court

PART G. STATUTORY AND MISCELLANEOUS

33 MINUTES

- 33 1 The Board must arrange for minutes to be kept of all General Meetings and Board Meetings. The names of the Directors present must be included in the minutes. Minutes can be held electronically.
- 33 2 Copies of the draft minutes of Board Meetings must be distributed to the Directors as soon as reasonably possible after the meeting and in any case seven days before the next Board Meeting (unless the next Board Meeting is an urgent Board Meeting).
- 33 3 Minutes must be approved as a correct record at the next General Meeting (as regards minutes of General Meetings) or Board Meeting (as regards minutes of Board Meetings). Once approved they must be signed by the person chairing the meeting at which they are approved. Minutes may be kept electronically.
- 33 4 The Board must keep minutes of all of the appointments made by the Board.

34 ACCOUNTS ANNUAL REPORT AND ANNUAL RETURN

- 34 1 The Corporation must comply with the Act and the Directors must comply with their obligations as charity trustees under the Charities Act 2011 in -
 - 34 1 1 preparing and filing an annual Directors' report and annual accounts and sending them to the Charity Commission, and
 - 34 1 2 making an annual return to the Registrar of Companies and the Charity Commission
- 34 2 The Corporation must comply with the Act in relation to the audit or examination of accounts (to the extent that the law requires)
- 34 3 The annual Directors' report and accounts must contain -
 - 34 3 1 revenue accounts and balance sheet for the last accounting period,
 - 34 3 2 the auditor's report on those accounts (if applicable), and
 - 34 3 3 the Board's report on the affairs of the Corporation
- 34 4 The accounting records of the Corporation must always be open to inspection by a Director

35 BANK AND BUILDING SOCIETY ACCOUNTS

- 35 1 All bank and building society accounts must be controlled by the Board and must include the name of the Corporation
- 35 2 A cheque or order for the payment of money must be signed in accordance with the

Board's instructions

36 EXECUTION OF DOCUMENTS

Unless the Board decides otherwise, documents which are executed as deeds must be signed by

- 36 1 two Directors,
- 36 2 one Director and the Secretary (where appointed), or
- 36 3 one Director in the presence of a witness who attests the Director's signature

37 NOTICES,

- 37 1 Except for notices calling Board Meetings (which may be in writing but do not have to be) notices under the Articles must be in writing. In these Articles notices in writing include, but are not limited to, notices sent by facsimile transmission or email
- 37 2 A Company Member present in person at a General Meeting is deemed to have received notice of the General Meeting and (where necessary) of the purposes for which it was called
- 37 3 The Corporation may give a notice to a Company Member, Director or auditor either
 - 37 3 1 personally,
 - 37 3 2 by sending it by post in a prepaid envelope,
 - 37 3 3 by facsimile transmission,
 - 37 3 4 by leaving it at his/her address, or
 - 37 3 5 by email
- 37 4 Notices under Article 37 3 2 to 37 3 5 may be sent -
 - 37 4 1 to an address in the United Kingdom which that person has given the Corporation,
 - 37 4 2 to the last known home or business address of the person to be served, or
 - 37 4 3 to that person's address in the Corporation's register of Company Members
- 37 5 Proof that an envelope containing a notice was properly addressed prepaid and posted is conclusive evidence that the notice was given 48 hours after it was posted
- 37 6 Proof that a facsimile transmission was made is conclusive evidence that the notice was given at the time stated on the transmission report
- 37 7 A copy of the notification from the system used by the Corporation to send emails,

that the email has been sent to the particular person, will be conclusive evidence that the notice was sent and such notice will be deemed to have been delivered 24 hours after it was sent

37 8 A notice may be served on the Corporation by delivering it or sending it to the Registered Office

37 9 The Board may make Byelaws to define other acceptable methods of delivering notices

38 BYELAWS

38 1 Subject to Article 38 4,

38 1 1 the Board may from time to time make, alter, add to or repeal Byelaws for the proper conduct and management of the Corporation, and

38 1 2 the Corporation in General Meeting may alter, add to or repeal the Byelaws

38 2 The Board must adopt such means as they think sufficient to bring the Byelaws to the notice of Company Members

38 3 Byelaws are binding on all Company Members and Directors

38 4 No Byelaw may be inconsistent with or may affect or repeal anything in the Articles

39 WINDING UP

If upon the winding up or dissolution of the Corporation 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 Company Members 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 to the Object 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 imposed on the Corporation under or by virtue of Article 5 hereof, such institution or institutions to be determined by the Company Members at or before the time of dissolution and in default thereof by a judge of the High Court of Justice in England having jurisdiction in regard to charitable funds and if and so far as effect cannot be given to the aforesaid provision then to some charitable object