

THE COMPANIES ACT 1929 - 1989

COMPANY LIMITED BY GUARANTEE NOT HAVING A SHARE CAPITAL

MEMORANDUM

**(As altered by Special Resolutions passed up to and including
19th November 1994)**

AND

ARTICLES OF ASSOCIATION

**(New Articles of Association adopted by Special Resolution passed
19th November 1994)**

of

THE BIRMINGHAM DIOCESAN BOARD OF FINANCE

Incorporated the 20th Day of August, 1947

MARTINEAU JOHNSON

**St Philips House
St Philips Place
Birmingham B3 2PP**

**Tel (0121) 200 3300
Fax (0121) 200 3330**

FRIDAY



AB9RN4IR

A03

05/08/2022

#101

COMPANIES HOUSE

No. 440966

UNLIMITED COMPANY

CERTIFICATE OF INCORPORATION

I hereby Certify that the BIRMINGHAM DIOCESAN BOARD OF FINANCE
is this day Incorporated under the Companies Act, 1929.

Given under my hand at London this Twentieth day of August, One
Thousand Nine Hundred and Forty-seven.

J. D. TODD

For Registrar of Companies

No. 440966

CERTIFICATE OF INCORPORATION

ON RE-REGISTRATION AS A LIMITED COMPANY

I hereby Certify that the BIRMINGHAM DIOCESAN BOARD OF FINANCE formerly registered as unlimited, has this day been re-registered under the Companies Acts 1948 to 1980 as limited.

Given under my hand at Cardiff the 13th day of May 1982.

B. HAYWARD

Assistant Registrar of Companies

THE BIRMINGHAM DIOCESAN BOARD OF FINANCE

UNLIMITED COMPANY

LICENCE TO HOLD LANDS

The Board of Trade hereby licence **THE BIRMINGHAM DIOCESAN BOARD OF FINANCE** to hold any lands required for carrying out its objects not exceeding two hundred acres in the whole.

Signed by Order of the Board of Trade this nineteenth day of September, 1947.

J. COWEN

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

TRUST CORPORATIONS

LAW OF PROPERTY (AMENDMENT) ACT, 1926

I, William Allen Viscount Jowitt, Lord High Chancellor of Great Britain, having read the statutory declaration of John Fairfax Crowder on behalf of the Birmingham Diocesan Board of Finance dated the 12th day of September, 1947, am satisfied that the said Corporation fulfils those of the provisions of sub-section 1 of section 3 of the Law of Property (Amendment) Act, 1926, which are applicable to the case of the said Corporation, and authorise the said Corporation accordingly to act in relation to charitable, ecclesiastical and public trusts as a trust corporation.

DATED the 8th day of October, 1947.

JOWITT, C.

COMPANY LIMITED BY GUARANTEE NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

of

THE BIRMINGHAM DIOCESAN BOARD OF FINANCE

(As altered by Special Resolutions passed up to and including
19th November, 1944)

1. The name of the Company (in this Memorandum called "the Board") is "THE BIRMINGHAM DIOCESAN BOARD OF FINANCE".
2. The registered office of the Board shall be situate in England.
3. The objects for which the Board is established are to advance the religious and other charitable work of the Church of England (in this memorandum called the "church") in communion with other churches bodies and persons professing and calling themselves christians whether acting solely or in communion.
4. In pursuance of its objects the powers of the Board shall include (without limitation):
 - (a) To be the Diocesan Board of Finance for the area for the time being called the Diocese of Birmingham (in this Memorandum called "the Diocese") within the meaning of the Diocesan Boards of Finance Measure 1925.
 - (b) To be the Diocesan Authority for the Diocese within the meaning of the Parochial Church Councils (Powers) Measure 1956 if the Diocesan Synod shall so appoint.
 - (c) To be the Parsonages Board for the Diocese within the meaning of the Repair of Benefice Buildings Measure 1972 if so designated by a scheme of the Diocesan Synod.
 - (d) To be the Diocesan Authority for the Diocese within the meaning of the Ecclesiastical Dilapidations Measures 1923 to 1940 if the Diocesan Synod shall so appoint.

- (e) To be the Diocesan Dilapidations Board for the Diocese within the meaning of the Ecclesiastical Dilapidations Measures 1923 to 1940 if the Diocesan Synod shall so constitute the Board.
- (f) To be the Diocesan Authority for the Diocese within the meaning of the Incumbents and Churchwardens (Trusts) Measure 1964 if the Diocesan Synod shall so appoint.
- (g) To do such work and carry out such duties as the Diocesan Synod may from time to time delegate or assign to the Board in pursuance of any Act of Parliament or any Measure passed by the General Synod of the Church of England or of any Scheme of the Church Commissioners for England.
- (h) To do such work and carry out such duties as may be assigned to the Board or appropriate to be done or carried out in pursuance of any Act of Parliament or Measure passed by the General Synod of the Church of England or of any Scheme of any Ecclesiastical or Charitable Authority and in particular of
 - (1) The Endowment and Glebe Measure 1976.
 - (2) The Diocesan Boards of Education Measure 1991.
 - (3) The Pastoral Measure 1983.
- (i) To support such missions, movements, institutions and societies as may be approved by the Diocesan Synod in aid of the objects and work of the Church, either within or without the Diocese or beyond the borders of England or Wales.
- (j) To determine or assist in determining from time to time the proportions in which funds ought to be contributed to or by the several rural deaneries, parishes and organisations in the Diocese.
- (k) To make grants or donations, loans or periodical payments to any association or body having any objects in connection with the Church, similar to any of those of the Board, or to any person for any purpose similar to any object of the Board and whether in the Diocese or elsewhere.
- (l) To carry out such charitable functions in such capacities and under such title as the Diocesan Synod shall at any time appoint or constitute the Board or as shall from time to time seem fit to the Board in pursuance of its objects.
- (m) To raise, expend and invest funds for the purposes aforesaid.

- (n) To purchase, take on lease or in exchange, hire or otherwise acquire and hold any real and personal property for any purposes connected with the Church or the Diocese and whether subject to any mortgage or charge or not.
- (o) To share with any person or corporation any property and to enter into any agreement for sharing any property, whether temporarily or permanently and to sell, give away, dispose of, vest in another person or corporation or deal in any way with all or any part of the property of the Board as may be deemed expedient in the promotion of its objects.
- (p) Either alone or jointly with others to act as the executors of any deceased person or to undertake any trusts which may seem directly or indirectly conducive to the objects of the Board or which are connected with the Church.
- (q) To borrow and raise money in such manner as may be thought fit. To issue debentures, debenture stock or other securities and for the purpose of securing any debt or obligation to mortgage charge or otherwise create security over all or any of the property subject to the control of the Board on whatever terms shall be considered expedient and whether with or without consideration.
- (r) To employ and pay officers, clerks and servants of the Board and to make provisions for any person or the widow or dependants of any person who has been in the employment of the Board.
- (s) To guarantee the obligations of others on whatever terms shall be considered expedient and whether with or without consideration.
- (t) To take over or co-operate with any organisation carrying on any work of the Church in the Diocese or any part thereof.
- (u) To act as publishers and printers for the Diocese and for organisations in the Diocese and to collect and circulate information of interest to the Church.
- (v) To nominate and appoint or provide for the nomination and appointment of any persons to act as Trustees for the Board for any of its purposes.
- (w) To do such acts and things in connection with any of the above objects as the Diocesan Synod may think necessary or expedient in view of the requirements of the Diocese in compliance with such directions (if any) as may from time to time be given to the Board by the Diocesan Synod.
- (x) To do all other lawful things as are incidental or conducive to the attainment of the above objects or any of them.

PROVIDED that the Board shall not support with its funds any object or endeavour to impose on or procure the observance by its members or others of any regulation or restriction which if an object of the Board would make it a trade union.

5. The income and property of the Board whensoever derived, shall be applied solely towards the promotion of the objects of the Board as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Board and no director shall be appointed to any office of the Board, paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Board.

PROVIDED that nothing herein shall prevent any payment in good faith by the Board :-

- (A) to clerical members of the Board of grants of money or in kind to augment the income or to meet the expenses of their livings, or pensions, but so that
 - (a) no such clerical member shall in any circumstances vote, either at general meetings of the Board or at meetings of the directors, on any question which may involve directly or indirectly the award or review of a grant or pension to himself, and
 - (b) the directors shall not consist of more than forty per cent of persons receiving any such grants or pensions as aforesaid from the Board;
- (B) of reasonable and proper remuneration to any member, officer or servant of the Board (not being a director) for any services rendered to the Board;
- (C) of interest at a rate not exceeding ten per cent per annum on money lent or reasonable or proper rent for premises demised or let by any member of the Board or a director;
- (D) to any director of *out-of-pocket* expenses;
- (E) to a company of which a member of the Board or a director may be a member holding not more than one-hundredth part of the capital of such company.
- (F) the payment of any premium in respect of any indemnity insurance to cover the liability of the directors (or any of them) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of duty or breach of trust 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

(or any of them) knew to be a breach of duty or breach of trust or which was committed by the directors (or any of them) in reckless disregard of whether it was a breach of duty or breach of trust or not

6. The liability of the members is limited.
7. Every member of the Board undertakes to contribute to the assets of the Board, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Board contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding £1.
8. 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 shall be given or transferred to some other charitable institution or institutions having exclusively charitable objects which are objects similar to the objects of the Board and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as it imposed on the Board under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Board at or before the time of dissolution and if and so far as effect cannot be given to such provision, then to some other body whose objects are exclusively charitable.

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

NAMES, ADDRESSES AND DESCRIPTIONS OF THE SUBSCRIBERS

MICHAEL PARKER
3a Alcester Road South
Kings Heath
Birmingham

Archdeacon of Aston

S. HARVIE CLARK
Wishaw Rectory
Minworth
Birmingham

Archdeacon of Birmingham

WALACE H CASTLE
121 Colmore Row
Birmingham 3

Chartered Accountant

HENRY J GUEST
5 Barnsley Road
Edgbaston
Birmingham

Clerk in Holy Orders

NORMAN C PLUMMER
132 Streetly Lane
Streetly
Sutton Coldfield
Warwickshire

Gentleman

S LLOYD
14 Farquhar Road
Edgbaston
Birmingham 15

Manufacturer

R de C DEYKIN
14 Queen's College Chambers
Birmingham 1

Gentleman

DATED this 31st day of July 1947.

M RICHARDSON
225 St Andrews Road
Birmingham 9
Spinster, secretary

The Companies Acts, 1929 to 1989

COMPANY LIMITED BY GUARANTEE NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

of

THE BIRMINGHAM DIOCESAN BOARD OF FINANCE

("the Board")

(Adopted by Special Resolution passed on the 19th November 1994)

PRELIMINARY

1. In these Articles where the context so permits words importing the singular number shall include the plural number (and vice versa) words importing the masculine gender shall include the feminine gender and words importing persons shall include corporations.
2. Terms used in these Articles shall if not inconsistent with the subject or context be taken to have the same meanings as they have when used in the Companies Act 1985 and reference to any provisions of that Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.
3. The Board is established for the purposes expressed in the Memorandum of Association and in particular to promote the organisation of finance for the purposes of the Church of England in the Diocese of Birmingham, whatever for the time being shall be the area of the Diocese called the Diocese of Birmingham.

MEMBERS

4. The following persons only shall be eligible to become members of the Board :-
-
-

a) THE MEMBERS OF THE HOUSE OF BISHOPS

b) THE EX OFFICIO MEMBERS OF THE DIOCESAN SYNOD

c) ELECTED MEMBERS :

- (i) The persons elected by the Houses of Clergy of the Deanery Synods in the Diocese as members of the House of Clergy of the Diocesan Synod
- (ii) The persons elected by the Houses of Laity of the Deanery Synods in the diocese as members of the House of Laity of the Diocesan Synod

d) NOMINATED MEMBERS :

Such persons as are for the time being nominated as members of the Diocesan Synod under the Church Representation Rules

e) TERM OF MEMBERSHIP :

- (i) Elected members shall cease to be members automatically on the election of their successors
- (ii) An elected member who ceases to be a member of the Diocesan Synod shall forthwith cease to be a member of the Board
- (iii) Nominated members shall cease to be members automatically on ceasing to be a member of the Diocesan Synod
- (iv) Members of the House of Bishops and ex-officio members shall cease to be members automatically on ceasing to be eligible to become a member
- (v) A certificate signed by the Secretary of the Diocesan Synod addressed to the Secretary of the Board shall be conclusive evidence of the election of an elected member

- 5. Every person eligible to be a member of the Board shall become a member upon signing either the Register of members to be kept pursuant to Section 352 of the Companies Act 1985 or a written consent to become a member. Membership is not transferable.
- 6. Any member may resign his membership at any time by giving to the Secretary of the Board at least seven days notice in writing of his intention to resign at the date stated in such notice. Provided always that no member may resign his membership unless he shall at the same time resign his membership of the Birmingham Diocesan Synod.

7. The Board may act notwithstanding any vacancy in the number of members.
8. The Board shall, under the direction of the Birmingham Diocesan Synod, increase or diminish its numbers from time to time, but not so as to exclude a member from membership otherwise than in accordance with the express provisions of these Articles.

GENERAL MEETINGS

9. A General Meeting, to be called "the Annual Meeting" shall be held once in every year on such day, not being more than fifteen months after the holding of the preceding Annual Meeting, and at such place as the directors may appoint, or in default of such appointment, as the Bishop may appoint.
10. General Meetings (which if not an Annual Meeting shall be called an Extraordinary Meeting) may be held on such occasions and at such places as the directors shall determine. The Secretary may in cases of urgent necessity with the sanction of thirty members of the Board, convene an Extraordinary Meeting.
11. An Annual Meeting and an Extraordinary Meeting called for the passing of a special resolution shall be called by at least 21 clear days notice. All other Extraordinary Meetings shall be called by at least 14 clear days notice. The notice shall specify the place and time of meeting, and the general nature of the business to be transacted thereat shall be sent to each member, but the accidental omission to send such notice to or non-receipt of such notice by any member shall not invalidate the proceedings of any General Meeting.
12. At a General Meeting one third of the lay members and one third of the members in holy orders shall be a quorum, and no business shall be transacted at any General Meeting unless a quorum be present at such meeting.
13. If within half-an-hour from the time appointed for a meeting a quorum be not present or if during the meeting a quorum ceases to be present the meeting shall be dissolved.
14. At every General Meeting the proceedings shall be confined to those matters which appear upon the notice convening it, unless the Chairman shall permit otherwise.

15. At every General Meeting all matters which come under the consideration of such meeting (except such matters as by the law or these Articles must be dealt with by Special or Extraordinary Resolution or some other majority) shall be decided by a simple majority of votes of the members personally present and voting.
16. At any General Meeting the Bishop, or in his absence the Chairman of the directors, or in his absence also the Vice-Chairman of the directors shall preside as Chairman of such meeting. If neither the Bishop, nor the Chairman, nor the Vice-Chairman is present at any meeting, the members present shall choose one of their number to be Chairman. The Chairman of the meeting shall in case the votes at any General Meeting are equally divided be entitled to a second or casting vote. 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.
17. Every member, except as provided by the preceding Article shall have one vote and one vote only whether on a show of hands or on a poll, and votes shall in all cases be given personally. No vote shall be given by proxy or by representative.
18. At all General Meetings a resolution put to the vote of the meeting shall be decided on a show of hands by a majority of the votes of the members present and entitled to vote, unless before or upon the declaration of the result of the show of hands a poll be demanded in writing by the Chairman or by at least three members present and entitled to vote, and unless a poll is so demanded a declaration by the Chairman of the meeting that a resolution has been carried or lost or carried or not carried by a particular majority shall be conclusive, and an entry to that effect in the minute book of the Board shall be conclusive evidence thereof, without proof of the number or proportion of the votes recorded in favour of or against the resolution.
19. If a poll be demanded in manner aforesaid it shall be taken at such time and place and in such manner as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A demand for a poll may only be withdrawn with the consent of the Chairman.
20. No poll shall be demanded on the election of a Chairman of a meeting or on any question of adjournment.
21. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded and the withdrawal of a demand for a poll shall not invalidate the result of any show of hands declared before the poll was demanded.

22. No member in respect of whom an order has been made by any court having jurisdiction in matters concerning mental disorder may vote at any General Meeting.

DIRECTORS

23. Subject to the provisions of the Companies Act 1985 the Memorandum and Articles of Association of the Board and to any directions given by special resolution the business of the Board shall be managed by the directors who may exercise all of the powers of the Board. No alteration of the Memorandum or Articles and no such direction shall invalidate any prior act of the directors which would have been valid if that alteration had not been made or that direction had not been given. Any meeting of the members of the directors at which a quorum is present may exercise all of the powers exercisable by the directors.
24. The only persons eligible to be directors shall be the members for the time being of the Bishops Council. The directors may appoint any person willing and eligible to act as a director whether to fill a vacancy or as an additional director.
25. The office of a director shall be vacated if :-
- (a) he ceases to be a director by virtue of any provision of the Companies Act 1985 or he becomes prohibited by law from being a director; or
 - (b) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - (c) he is, or may be, suffering from mental disorder and either :-
 - (i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960, or
 - (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs, or
 - (d) he resigns his office by notice to the Board, or
-

- (e) he shall for more than six consecutive months have been absent without permission of the directors from meetings of directors held during that period and the directors resolve that his office be vacated; or
 - (f) he ceases to be a member of the Bishops Council.
26. The Chairman of the directors shall be a director nominated by the Bishop to the Diocesan Synod for approval and on approval shall become Chairman to hold office until his successor has been approved as aforesaid and subject thereto the directors may from time to time appoint from amongst their members one or more Vice-Chairmen of their meetings and determine the period for which they are respectively to hold office.
27. The directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit and determine the quorum necessary for the transaction of business. Until otherwise determined seven shall be a quorum. Questions arising at any meeting shall be determined by a majority of votes.
28. On the request of the Bishop or the Chairman or of any five directors the Secretary shall at any time summon a meeting of the directors. A director who is absent abroad shall not be entitled to notice of a meeting.
29. The provisions of Article 16 relating to general meetings (other than the last sentence of that Article) shall mutatis mutandis apply to meetings of the directors.
30. All acts done by a meeting of the directors or of a committee or sub-committee of the directors or by a person acting as a director or a committee or sub-committee of the directors shall notwithstanding that it may be afterwards be discovered that there was a defect in the appointment of any of the directors or that any of them were disqualified from holding office or had vacated office or were not entitled to vote be as valid as if every such person had been duly appointed and was qualified had continued to be a director or a committee or sub-committee of the directors and had been entitled to vote.

APPOINTMENT OF OFFICERS

31. The directors may appoint, and at their discretion remove or suspend an honorary Treasurer, or honorary Secretary, and such Officers, Clerks, Agents and Servants for permanent, temporary or special services, as the directors from time to time think fit, and determine their duties, and fix their salaries or emoluments, and require security in such instances and to such amount as they think fit.

POWERS OF THE DIRECTORS

32. The directors may pay all expenses incurred in setting up and registering the Board, and from time to time make, vary and repeal regulations, standing orders and bye-laws for the regulation and conduct of its business, but so that such regulations, standing orders and bye-laws shall not be inconsistent with the regulations of the Board contained in its Memorandum and Articles of Association, or amount to such an addition to or alteration of the Articles of Association as could only legally be made by Special Resolution. Until otherwise directed the standing orders of the Birmingham Diocesan Board of Finance with such adaptations as may be necessary shall constitute the regulations, standing orders and bye-laws of the Board. Provided that in case there shall at any time be any conflict between the Articles of Association and the standing orders and bye-laws, the provisions of the Articles of Association shall prevail.
33. The directors may delegate any of their powers and discretions to committees consisting of such member or members of its body and (if thought fit) one or more other persons co-opted as hereinafter provided and which committees may delegate any of their powers and discretions to sub-committees. Any committee or sub-committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may from time to time be imposed by the directors. Any such regulations may provide for or authorise the co-option to such committee of persons other than directors and for such co-opted members to have voting rights as

members of such committee or sub-committee but so that (a) the number of co-opted members shall be less than one half of the total number of members of such committee or sub-committee and (b) no resolution of the committee or sub-committee shall be effective unless a majority of the members of the committee or sub-committee present throughout the meeting are directors. Save as aforesaid, the meetings and proceedings of such committee or sub-committee consisting of more than one member shall be governed by the provisions of these Articles regulating the meetings and proceedings of the directors. Without limitation the directors may delegate to a Finance Management Committee, a Housing sub-committee, a Grants Loans & Review sub-committee, and/or a Glebe and Investments sub-committee.

ACCOUNTS AND AUDIT

34. The directors shall 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 the directors or any committee or sub-committee shall decide, and any document bearing the seal of the Board and purporting to be attested by two directors or by a member and the Secretary, shall, in the absence of proof to the contrary, be deemed to be duly sealed by the Board.
35. The accounts and books of account of the Board shall be kept at its registered office, and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed by the Board in General Meeting but so that not less than two hours in each day be allowed for inspection, the same shall be open to inspection by the members of the Board at all times during the usual business hours.
36. The directors shall cause minutes to be made of the proceedings at any meeting of the Board, the directors and any committee or sub-committee, in accordance with Section 382 of the Companies Act, 1985, and shall cause at all times a Register to be kept of the members in accordance with Section 351 of that Act.

NOTICES

37. Any notice to be given to or by any person pursuant to the articles shall be in writing except that a notice calling a meeting of the directors need not be in writing.

38. The Board may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address. A member whose registered address is not within the United Kingdom and who gives to the Board an address within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the company.
39. A member present at any meeting of the Board or of the holders of any class of shares in the Board shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.
40. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.