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MEMORANDUM AND ARTICLES OF ASSOCIATION
(incorporating changes made a special resolution dated 8th March 2012)

of

**CHARITY FOR ST JOSEPH'S MISSIONARY SOCIETY
(GENERALATE)**

Pothecary Witham Weld
70 St George's Square,
London
SW1V 3RD
Tel 0207 821 8211

Ref 00409/0084/GEK/ABN

WEDNESDAY



A25 *A15NWBCA* 28/03/2012 #134
COMPANIES HOUSE

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

of

CHARITY FOR ST JOSEPH'S MISSIONARY SOCIETY (GENERALATE)

Name, Addresses and Descriptions of Subscribers

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

THOMAS McLAUGHLIN St Joseph's College Mill Hill London NW7 <i>Clerk in Holy Orders</i>	JOHN THOONEN St Joseph's College Mill Hill London NW7 <i>Clerk in Holy Orders</i>
ALFRED FINK St Joseph's College Mill Hill London NW7 <i>Clerk in Holy Orders</i>	JOSEPH PATRICK MARTIN St Joseph's College Mill Hill London NW7 <i>Clerk in Holy Orders</i>
JOHN DE REEPER St Joseph's College Mill Hill London NW7 <i>Clerk in Holy Orders</i>	PATRICK JOSEPH MORRIS St Joseph's College Mill Hill London NW7 <i>Clerk in Holy Orders</i>
CHARLES EDWARD MEYER St Joseph's College Mill Hill London NW7 <i>Clerk in Holy Orders</i>	JOSEPH THEODORE ABBOTT Herbert House Victoria Road Freshfield Liverpool <i>Clerk in Holy Orders</i>
JOHN HEWESTON St Peter's College Freshfield Liverpool <i>Clerk in Holy Orders</i>	JAMES ROGAN St Joseph's College Burn Hall Durham <i>Clerk in Holy Orders</i>
DATED the 7th day of October 1950	
WITNESS to the above signatures: -	
of THOMAS McLAUGHLIN HENRY KNUWER St Joseph's College Mill Hill London NW7 <i>Clerk in Holy Orders</i>	of JOHN THOONEN HENRY KNUWER St Joseph's College Mill Hill London NW7 <i>Clerk in Holy Orders</i>

of ALFRED FINK HENRY KNUWER St Joseph's College Mill Hill London NW7 <i>Clerk in Holy Orders</i>	of JOSEPH PATRICK MARTIN HENRY KNUWER St Joseph's College Mill Hill London NW7 <i>Clerk in Holy Orders</i>
of JOHN DE REEPER HENRY KNUWER St Joseph's College Mill Hill London NW7 <i>Clerk in Holy Orders</i>	of PATRICK JOSEPH MORRIS HENRY KNUWER St Joseph's College Mill Hill London NW7 <i>Clerk in Holy Orders</i>
of CHARLES EDWARD MEYER HENRY KNUWER St Joseph's College Mill Hill London NW7 <i>Clerk in Holy Orders</i>	of JOSEPH THEODORE ABBOTT WILFRID COATES St Peter's College Freshfield Liverpool <i>Clerk in Holy Orders</i>
of JOHN HEWESTON WILFRID COATES St Peter's College Freshfield Liverpool <i>Clerk in Holy Orders</i>	of JAMES ROGAN JOHN LURKIN St Joseph's College Burn Hall Durham <i>Clerk in Holy Orders</i>

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

ARTICLES OF ASSOCIATION

of

CHARITY FOR ST JOSEPH'S MISSIONARY SOCIETY (GENERALATE)

INTERPRETATION

- 1 (a) In the Articles the words standing in the first column of the Table next hereinafter contained shall bear the meanings set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context

WORDS

MEANINGS

Address

a postal address or, for the purposes of electronic communications, a fax number, an email address or a text message number, in each case registered with the Charity,

the Act

the Companies Act 2006,

the Articles

these articles of association of the Charity as from time to time altered or added to,

the Chairman

the chairman of the Trustees who is himself a Trustee,

the Charity Commission the Charity Commission for England and Wales,

the Charity

the company regulated by the Articles, known as CHARITY FOR ST JOSEPH'S MISSIONARY SOCIETY (GENERALATE),

the General Superior

the General Superior for the time being of the Society and during any vacancy in the office of General Superior the person who according to the constitutions of the Society is for the time being entitled to discharge the administrative duties of the General Superior in respect of the Society,

in writing

written, printed or lithographed, or produced partly by one and partly another method, and any other

modes of representing or reproducing words in a visible form,

Members and membership	legal membership of the Charity for company law purposes,
the Memorandum	the memorandum of association of the Charity,
month	calendar month,
the Objects	the objects of the Charity as set out in article 4,
the Office	the registered office of the Charity,
Resolution	any resolution not defined as an ordinary resolution in the Act,
the Society	St Joseph's Society for Foreign Missions,
the Seal	the common seal of the Charity,
the Secretary	any secretary of the Charity or any other person appointed to perform the duties of the secretary of the Charity, including a joint, assistant or deputy secretary,
Trustee	a trustee of the Charity and Trustees means all of the Trustees or a duly convened meeting of the Trustees For the avoidance of doubt, the Trustees are the directors (for the purposes of the Act) and the charity trustees of the Charity,
the United Kingdom	Great Britain and Northern Ireland,
Vicar General	the Vicar General for the time being of the Society and during any vacancy in the office of Vicar General the person who according to the constitutions of the Society is for the time being entitled to discharge the administrative duties of the Vicar General in respect of the Society.

(b) Words importing the singular number only shall include the plural number and vice versa,

(c) Words importing the masculine gender only shall include the feminine gender,

(d) Words importing persons shall include corporations

Subject as aforesaid, any words or expressions contained in the Articles shall, if not inconsistent with the subject or context, bear the same meaning as in the Act

Any references to Acts of Parliament are to such Acts as amended or re-enacted from time to time and to any subordinate legislation made under them or any one of them

NAME

- 2 The Charity's name is CHARITY FOR ST JOSEPH'S MISSIONARY SOCIETY (GENERALATE)

REGISTERED OFFICE

- 3 The Charity's registered office is situated in England

OBJECTS

- 4 The Objects are such charitable purposes that advance the religious and other charitable work of the Society including

- (a) The promotion maintenance and support of the Society and its members including the education of those members,
- (b) The relief of poverty, and
- (c) The advancement of the Roman Catholic religion

POWERS

- 5 In furtherance of the Objects but not otherwise the Charity may exercise the following powers

- (a) To acquire with or without consideration any legal or equitable estate or interest in land, any personal property and any rights, actions or privileges which the Charity may think necessary for the promotion of the Objects, and to construct, maintain, demolish, adapt and alter any buildings or erections necessary or convenient for the Objects,
- (b) To sell, improve, mortgage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Charity,
- (c) To let out or take on hire as places of assembly, display centres or otherwise any part or parts of any land or buildings and in such divisions and manner as may seem expedient,

(d) To edit, print, publish, sell and donate books, papers, reports, guide books, periodicals, circulars, articles, cassettes, videos, compact discs and other matter to disseminate information concerning the functions and activities of the Charity,

(e) To provide, assist in providing, arrange, assist in arranging, or provide financial assistance for the provision of

(i) Conferences, seminars, meetings, lectures, courses, discussions, presentations and exhibitions,

(ii) Visits to and from members of commercial and educational establishments, employers, employees, students, potential students, advisers and other persons or organisations involved in commerce and education whether in the United Kingdom or elsewhere either to or from the United Kingdom or abroad,

(iii) Facilities including buildings and other premises, equipment and staff for the benefit of such persons or organisations as may seem expedient;

(iv) Training and education to persons involved in the promotion of the Objects to enable them more effectively to pursue the Objects,

(f) Subject to article 6 to employ such officers and staff, who shall not be Trustees, as are necessary for the proper pursuit of the Objects and to make all reasonable and necessary provision for the payment of pensions and superannuation to staff and their dependants,

(g) To borrow or raise money for the purposes of the Charity on such terms and on such security (if any) as may be thought fit, and to issue any debentures or debenture stock whether perpetual, irredeemable or otherwise PROVIDED THAT in raising funds the Charity shall not undertake any substantial permanent trading activities and shall conform to any relevant statutory regulations,

(h) To lend money and give credit to, to take security for such loans or credit from, and to guarantee and become or give security for the performance of contracts and obligations by, any person or company,

(i) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants and other negotiable instruments transferable or merchantable, and to operate bank accounts in the name of the Charity,

(j) To establish, promote, form and support or aid in the establishment, promotion, formation and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with or calculated to further the Objects,

(k) Subject to such consents as may be required by law to enter into and carry into effect any arrangement for the transfer of the whole or any part of

the undertaking and assets of the Charity to, or any arrangement for the merger or amalgamation with, or any arrangement to acquire the whole or any part of the undertaking or assets of any other charitable institution or institutions having objects altogether or mainly similar to those of the Charity PROVIDED THAT any charitable institution or institutions which may acquire any part of the assets or undertaking of the Charity, or which may survive, or be created as a result of any such merger or amalgamation, or in whose name on behalf of the Charity the whole or any part of the assets or undertaking of any institution or institutions are acquired, shall prohibit the distribution of its or their income amongst its or their members to an extent no less than is imposed on the Charity under or by virtue of article 6 below,

(l) To raise funds, to sell or co-ordinate with others in selling any postcards, souvenirs, novelties, promotional articles, books and gift merchandise and to invite and receive subscriptions, endowments, grants (whether government, municipal or from any statutory or charitable body or otherwise) and donations (whether of real or personal property) and devises and bequests for all or any of the Objects PROVIDED THAT the Charity shall not engage in any permanent substantial trading activity in raising funds for the Objects,

(m) To sell, charge, exchange or dispose of, and lease and accept surrenders of leases of and manage all real property and not be required to be or capable of being occupied for the purposes of the Charity and generally to manage, invest and expend all monies belonging to the Charity,

(n) During such period as may be permitted by law to accumulate the whole or part or parts of the income of the Charity in a reserve fund or funds and pending the application thereof to invest the monies of the Charity not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided,

(o) To hold the Charity's investments in the name of any nominee or nominees instead of the Charity's own name and to pay any such nominees proper remuneration as the Trustees from time to time think fit,

(p) To appoint any person or persons upon such terms and remuneration as the Trustees shall from time to time think fit to manage the investment of all or any of the monies of the Charity not immediately required for its purposes in accordance with the instructions of the Trustees,

(q) To establish, operate and carry on or to co-ordinate with others in establishing, operating and carrying on in any building used by the Charity the supply of food and drink and other refreshments by way of sale PROVIDED ALWAYS THAT the amenities mentioned in this paragraph shall be provided only for the purpose of attending a performance, meeting or other function sponsored by the Charity,

(r) To make representations at public enquiries, appeals or in such other ways as shall appear necessary from time to time in furtherance of the Objects,

(s) Subject to article 6 to employ upon reasonable and proper terms as to remuneration and otherwise architects, surveyors, engineers, construction experts, accountants, solicitors and other persons for the purpose of fulfilling the Objects,

(t) To provide indemnity insurance for the Trustees or any other officer of the Charity in relation to any such liability as is mentioned in sub-clause (i) below, but subject to the restrictions specified in sub-clause (ii) below

(i) (a) any liability that by virtue of any rule of law would otherwise attach to a director of a company in respect of any negligence, default, breach of duty or breach of trust of which he or she may be guilty in relation to the Charity,

(b) the liability to make a contribution to the Charity's assets as specified in Section 214 of the Insolvency Act 1986 (wrongful trading),

(ii) (a) The following liabilities are excluded from sub-clause (i)(a)

(i) fines imposed in criminal proceedings,

(ii) a sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature (however arising),

(iii) any liability incurred by a Trustee or other officer in defending any criminal proceedings in which the Trustee or officer is convicted of an offence arising out of any fraud or dishonesty, or wilful or reckless misconduct, by him, and

(iv) liabilities to the Charity that result from conduct that the Trustee or other officer knew or must be assumed to have known was not in the best interests of the Charity or about which the person concerned did not care whether it was in the best interests of the Charity or not,

(b) There is excluded from sub-clause (i)(b) any liability to make such a contribution where the basis of the Trustee's liability is his or her knowledge prior to the insolvent liquidation of the Charity (or reckless failure to acquire that knowledge) that

there was no reasonable prospect that the Charity would avoid going into insolvent liquidation,

(u) To pay out of the funds of the Charity the costs, charges and expenses of and incidental to the formation and registration of the Charity,

(v) To discuss with and inform government departments and politicians of proposals which may directly or indirectly promote the furtherance of the Objects and without prejudice to the generality of the foregoing the Charity may comment upon, support or oppose any green or white paper or any parliamentary bill, and

(w) To do all such other lawful and charitable things as shall further the attainment of the Objects or any of them

INCOME AND PROPERTY

6 The income and property of the Charity shall be applied solely towards the promotion of the Objects as set forth in the Articles and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit, to the Members and no Trustee appointed to any office of the Charity shall be paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Charity PROVIDED THAT nothing herein shall prevent any payment in good faith by the Charity

(a) Of reasonable and proper remuneration to any Member, officer or servant of the Charity (not being a Trustee) in return for any services rendered to the Charity,

(b) Of interest on money lent by any Member or a Trustee of the Charity at a reasonable and proper rate per annum not exceeding 2% less than the annual percentage rate of interest for the time being at which deposits in sterling are offered by prime banks in the London Interbank Market,

(c) To any Trustee of reasonable out-of-pocket expenses actually incurred in carrying out the Charity's business,

(d) Of fees, remuneration or other benefit in money or money's worth to a company in which a Member or a Trustee has no more than a 1/100th part of the capital of that company,

(e) Of reasonable and proper rent for premises demised or let by any Member or any Trustee,

(f) To any Trustee being a solicitor, accountant or other person engaged in any profession, for all usual professional charges for the work done by him or his firm in connection with the business of the Charity when he has been instructed by his co-Trustees to act in that capacity PROVIDED THAT at no time shall a majority of the Trustees benefit under this provision and that a Trustee shall withdraw from any meeting at which his or her appointment or remuneration, or that of his or her partner, is under discussion, and

(g) Of any premium in respect of any indemnity insurance cover purchased at the Charity's expense subject to the restrictions in sub-clause (t)(ii) of article 5 above

LIABILITY OF MEMBERS

7 The liability of each Member is limited

8 Every Member undertakes to contribute such amount not exceeding £1 00 (one pound) as may be required to the assets of the Charity if it should be wound up while that person is a Member or within one year after that person ceases to be a Member, for payment of the Charity's debts and liabilities contracted before that person 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

9. If upon the winding-up or dissolution of the Charity 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 but shall be given or transferred to some other charity or charities having objects similar to the Objects and which prohibit(s) the distribution of its or their income and property to an extent at least as great as is imposed on the Charity by article 6 above, chosen by the Members at or before the time of dissolution and, if that cannot be done, then to some other charitable object

MEMBERS AND MEMBERSHIP

10 The number of Members shall be limited to 12 but the Charity may from time to time register an increase in numbers PROVIDED THAT at any time the number of Members is not less than 3

11 (a) The subscribers to the Memorandum shall be the initial Members. Subsequent Members shall be either *ex officio* as defined by article 11(b) below or "**Elected Members**" as defined by article 11(c) below

(b) The Trustees from time to time shall be Members *ex officio*

(c) Elected Members shall be such persons as shall be jointly appointed by the General Superior and the Vicar General for a term of years as may be determined at the time of election

(d) Every Member shall either sign a written consent to become a Member or sign the register of Members on becoming a Member

12 The Charity shall keep an accurate register of Members

13 It shall be lawful for any person being a Member to guarantee any larger sum than £1 00 (one pound) by executing a bond or subscription contract with the Trustees to that effect

14 Any person ceasing by any means to be a Member shall remain liable for and shall pay to the Charity all monies due from him to the Charity at the time of his ceasing to be a Member or for which he may become liable under the provisions of the Articles

15 No right or privilege of a Member shall be in any way transferable or transmissible and all such rights and privileges shall cease upon the Member ceasing to be such whether by death, dissolution, retirement, resignation or otherwise

HONORARY OFFICERS

16 Subject to rules made under article 88, it shall be lawful for the Charity in general meetings to provide for the creation of the offices of president, vice-presidents and patrons of the Charity ("**Honorary Officers**"), for the admission and retirement of persons to such offices or body and for the powers, rights, duties and liabilities (if any) of such persons or body but so that such persons shall not by virtue only of having been admitted to the Honorary Offices be Members of the Charity and that such rights shall not include a right to speak or vote at general meetings or meetings of the Trustees

GENERAL MEETINGS

17 The Charity shall in each year hold a general meeting (not being more than fifteen months after the holding of the last preceding general meeting) at such time and place as the Trustees shall appoint. The above-mentioned general meetings shall be called annual general meetings

18 All general meetings other than annual general meetings shall be called general meetings

19 The Trustees may, whenever they think fit, convene a general meeting and must call a general meeting if they receive a requisition by the Members in accordance with the Act

NOTICE OF GENERAL MEETINGS

20 An annual general meeting and a general meeting called for the passing of a special resolution shall be called by twenty one days' notice in writing at the least. All other general meetings shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is given or deemed to be given and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business and

shall be given in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Charity in a general meeting, to such persons as are, under the Articles, entitled to receive such notices from the Charity. Provided that a meeting of the Charity shall, notwithstanding that it is called by shorter notice than that specified in this article, be deemed to have been duly called if it is so agreed

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

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

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

22 The notice must also contain a statement setting out the right of Members to appoint a proxy under the Act and article 37 of the Articles

PROCEEDINGS AT GENERAL MEETINGS

23 All business that is transacted at a general meeting and all that is transacted at an annual general meeting shall be deemed special with the exception of the consideration of the accounts, balance sheets, and the annual report of the Trustees and auditors, and the appointment and fixing of the remuneration of auditors

24 No business shall be transacted at any general meeting unless a quorum of Members is present at the time when the meeting proceeds to business. A quorum shall be four of the Members

25 (a) A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting

(b) A person is able to exercise the right to vote at a general meeting when

(i) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and

(ii) that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting

- (c) The Trustees may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it
- (d) In determining attendance at a general meeting, it is immaterial whether any two or more Members attending it are in the same place as each other
- (e) Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them

26 If within half an hour from the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Members may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the Members present shall be a quorum

27 The General Superior or in his absence the Member who is present and who is under the constitutions of the Society the senior member of the Society shall preside as chairman at every General Meeting of the Charity or if the General Superior or such said member of the Society is not present within fifteen minutes after the time appointed for the holding of the meeting or he is unwilling to act the Members present shall elect one of their number to be chairman of the meeting

28 The chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any such notice

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

- (a) by the chairman, or
- (b) by a Member or Members present in person or by proxy and representing not less than one-tenth of the total voting rights of all Members having the right to vote at the meeting

Unless a poll be so demanded, a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously or by a particular majority, or lost and an entry to that effect in the book containing the minutes of proceedings of the Charity shall be conclusive evidence of the fact without proof of

the number or proportion of the votes recorded in favour of or against such resolution

30 No poll shall be demanded on the election of a chairman of a meeting or on any question of an adjournment

31 Except as provided in article 32 if a poll is duly demanded it shall be taken in such manner as the chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The demand for a poll may be withdrawn, before the poll is taken, with the consent of the chairman

32 A poll shall be taken at such time as the chairman of the meeting directs, not being more than 30 days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded

33 On any Resolution the chairman shall have a second or casting vote

34 Subject to the provisions of the Act a resolution in writing signed by a simple majority, or in the case of a special resolution by a majority of not less than 75%, of the Members for the time being entitled to receive notice of and to attend and vote at general meetings shall be as valid and effective as if the same had been passed at a general meeting of the Charity duly convened and held, and may consist of several documents in the like form each signed by one or more of such Members

VOTES OF MEMBERS

35 Every Member shall have one vote

36 A Member of unsound mind or in respect of whom an order has been made by any court having jurisdiction in matters concerning mental disorder may vote whether on a show of hands or on a poll by his committee, deputy or *curator bonis* and any such committee, deputy or *curator bonis* may on a poll vote by proxy. Evidence to the satisfaction of the Trustees of the authority of the person claiming to exercise the right to vote shall be deposited at the Office, or at such other place as is specified in accordance with the Articles for the deposit of instruments of proxy, not less than 72 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable

37 Any Member shall be entitled to appoint another person as a proxy to exercise all or any of the Member's rights to attend and to speak at a general meeting of the Charity

38 A proxy need not be a Member

39 The instrument appointing a proxy shall be in writing under the hand of the appointor or of his or her attorney duly authorised in writing or by means of electronic

communication, where an address has been specified for the purpose of receiving electronic communications

- (a) in the notice convening the meeting, or
- (b) in any instrument of proxy sent out by the Charity in relation to the meeting, or
- (c) in any invitation contained in an electronic communication to appoint a proxy issued by the Charity in relation to the meeting

40 The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a copy of that power or authority certified notarially or in some other way approved by the Trustees may be lodged with the Charity as follows

- (a) in the case of an instrument in writing, it shall be deposited at the Office or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or
- (b) in the case of an appointment contained in an electronic communication in accordance with article 39 it must be received at the address given by those means specified in article 39 not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote, or
- (c) in the case of a poll taken more than 48 hours after it is demanded, it must be deposited or received as aforesaid after the poll has been demanded and not less than 24 hours before the taking of the poll, or
- (d) where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, it must be delivered at the meeting at which the poll was demanded to the person chairing the meeting or to the Secretary or to any Trustee,

and in default of the provisions in this article the instrument of proxy shall not be treated as valid

41 An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit

"Charity for St Joseph's Missionary Society (Generalate) ("the Charity")"

"I/We, _____ of
"being a Member/Members of the Charity hereby appoint
"of _____ or failing him,

"of _____ as my/our proxy to vote for me/us on
"my/our behalf at the annual general meeting or general meeting, as the "case
may be, of the Charity to be held on the _____ day of _____ 20____, "and at
any adjournment thereof

"Signed this _____ day of _____ 20____ "

42 Where it is desired to afford Members an opportunity of voting for or against a resolution in the instrument appointing a proxy it shall be in the following form or a form as near thereto as circumstances admit

"Charity for St Joseph's Missionary Society (Generalate) ("the Charity")"

"I/We, _____ of _____
"being a Member/Members of the Charity hereby appoint _____
"of _____ or failing him,
"of _____ as my/our proxy to vote for me/us on
"my/our behalf at the annual general meeting or general meeting, as the "case
may be, of the Charity to be held on the _____ day of _____ 20____, "and at
any adjournment thereof

"Signed this _____ day of _____ 20____ "

"This form is to be used in respect of the resolutions mentioned below as follows

Resolution No 1 *for *against

Resolution No 2 *for *against

"Unless otherwise instructed, the proxy will vote as he thinks fit

"*Strike out whichever is not desired "

43 The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll in accordance with the Act

44 A vote given or poll demanded in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of such death, insanity or revocation as aforesaid shall have been received by the Charity at the Office before the commencement of the meeting or adjourned meeting at which the vote is given or poll demanded or the time appointed for the taking of the poll

THE TRUSTEES

45 Unless otherwise determined by a general meeting the number of Trustees including *ex officio* Trustees shall not be less than 3 or more than 8

- 46 The General Superior and Vicar General shall *ex officio* be Trustees
- 47 The first Trustees shall be those persons notified to Companies House as the first Trustees who shall be deemed to have been appointed under the Articles
- 48 Subject to article 46 subsequent Trustees shall be appointed jointly by the General Superior and Vicar General
- 49 At any time the General Superior and Vicar General acting jointly may remove any person holding office pursuant to article 48 from being a Trustee
- 50 Any appointment or removal of a Trustee by the General Superior and Vicar General shall be made by instrument in writing under their hand (and the General Superior and Vicar General may exercise this power of removal at any time and without the need to give reasons)
- 51 Except to the extent permitted by article 6, no Trustee shall take or hold any interest in property belonging to the Charity or receive remuneration or be interested otherwise than as a Trustee in any other contract to which the Charity is a party

POWERS AND DUTIES OF TRUSTEES

- 52 Subject to the provisions of the Act, the Articles and to any directions given by special resolution, the business of the Charity shall be managed by the Trustees, who may pay all expenses incurred in promoting and registering the Charity, and may exercise all the powers of the Charity. No alteration of the Articles and no such direction made by the Charity in a general meeting shall invalidate any prior act of the Trustees which would have been valid if that alteration had not been made or that direction had not been given
- 53 The Trustees may exercise all the powers of the Charity to borrow money, and to mortgage or charge its undertaking and property whether real or personal or any part thereof, and to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Charity or of any third party
- 54 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Charity, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Trustees shall from time to time by resolution determine
- 55 The Trustees shall engage all such officers and employees as they may consider necessary and shall regulate their duties and fix their salaries
- 56 The Trustees may appoint Advisory Committees which shall consist of such persons as the Trustees may nominate and may delegate to such Committee or Committees such powers and duties on such terms and conditions as the Trustees may from time to time determine subject always to the over-riding authority of the

Trustees Subject to any such conditions the proceedings of such Committees shall be governed by the Articles so far as they are capable of applying All acts and proceedings of such Committees shall be fully and promptly reported to the Trustees

57 The Trustees shall cause minutes to be made

- (a) of all appointments of officers made by the Trustees,
- (b) of the names of the Trustees present at each meeting of the Trustees and of any Committee of the Trustees, and
- (c) of all resolutions and proceedings at all meetings of the Charity and of the Trustees and of Committees of the Trustees

DISQUALIFICATION AND REMOVAL OF TRUSTEES

58 A Trustee's term of office automatically terminates if he

- (a) receives a written notice terminating his membership signed by both the General Superior and the Vicar General, a copy of which will be deposited at the Office, or
- (b) becomes bankrupt or makes any arrangement or composition with his creditors generally, or
- (c) becomes prohibited by law from being a charity trustee or a company director, or
- (d) ceases to be a Member for whatever reason, or
- (e) becomes incapable by reason of mental disorder within the meaning of the Mental Health Act 1983 of exercising his functions as a Trustee, or
- (f) resigns his office by notice in writing to the Secretary (but only if at least 3 Trustees will remain in office when the notice of resignation is to take effect), or
- (g) is convicted in any criminal proceedings (other than under the Road Traffic Act), or
- (h) not being either the General Superior or the Vicar General shall for more than six consecutive months have been absent without permission of the Trustees from meetings of the Trustees held during that period and the Trustees resolve that his office be vacated, or

(i) undertakes an activity or conducts himself in such a way as in the unanimous opinion of all the other Trustees the interests of the Charity would be prejudiced,

(j) dies

59 A Trustee shall not vote in respect of any contract in which he is interested or any matter arising thereout

60 The Charity may by ordinary resolution, of which special notice has been given in accordance with the Act, remove any Trustee notwithstanding anything in the Articles or in any agreement between the Charity and such Trustee

61 The Charity may by ordinary resolution appoint another person in place of a Trustee removed from office under the immediately preceding article. The person appointed to fill such a vacancy shall be subject to retirement at the same time as if he had become a Trustee on the day on which the Trustee in whose place he is appointed was last appointed a Trustee

PROCEEDINGS OF THE TRUSTEES

62 The Trustees may meet together for the despatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the Chairman shall have a second or casting vote

63 Trustees participate in a Trustees' meeting, or part of a Trustees' meeting, when (i) the meeting has been called and takes place in accordance with the Articles, and (ii) they can communicate to the other Trustees any information or opinions they have on any particular item of the business of the meeting. In determining whether Trustees are participating in a Trustees' meeting, it is irrelevant where any Trustee is or how they communicate with each other. If all the Trustees participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is

64 A Trustee may, and the Secretary on the requisition of a Trustee shall, at any time summon a meeting of the Trustees

65 It shall not be necessary to give notice of a meeting of the Trustees to any Trustee for the time being absent from the United Kingdom

66 The quorum necessary for the transaction of the business of the Trustees may be fixed by the Trustees and unless so fixed shall be four

67 The continuing Trustees may act notwithstanding any vacancy in their body but, if and so long as their number is reduced below the number fixed by or pursuant to the Articles as the necessary quorum of the Trustees, the continuing Trustees or Trustee may act for the purpose of increasing the number of Trustees to that number or of summoning a general meeting of the Charity but for no other purpose

68 The General Superior shall be the Chairman at meetings of the Trustees and as such shall if present preside at all such meetings provided that if he is not present fifteen minutes after the time appointed for the same the Chairman shall be such Trustee present and in writing nominated for the purpose by the General Superior or, failing such nomination, the Trustee who is present and who is under the constitutions the senior member of the Society, and if no members of the Society are present then the Trustees present shall elect one of their number to be the Chairman

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

70 A resolution in writing, signed by all the Trustees or all the members of a Committee for the time being entitled to receive notice of a meeting of the Trustees or such Committee shall be as valid and effectual as if it had been passed at a meeting of the Trustees or Committee as the case may be duly convened and held, and may consist of several documents in the like form each signed by one or more of such Trustees or Committee members

71 A provision of the Act or the Articles requiring or authorising a thing to be done by or to a Trustee and the Secretary shall not be satisfied by its being done by or to the same person acting both as Trustee and as, or in the place of, the Secretary

72 Any bank account in which any part of the assets of the Charity is deposited shall be operated by the Trustees and shall indicate the name of the Charity

SECRETARY

73 Subject to the provisions of the Act, the Secretary shall be appointed by the Trustees for such term, at such remuneration and upon such conditions as the Trustees may think fit and any Secretary so appointed by the Trustees may be removed by the Trustees

74 The Trustees may from time to time by resolution appoint an assistant or deputy Secretary and any person appointed may act in the place of the Secretary if there be no Secretary or no Secretary capable of acting

THE SEAL

75 The Trustees shall provide for the Seal's safe custody and it shall only be used by the authority of the Trustees or of a Committee of the Trustees authorised by the Trustees in that behalf, and every instrument to which the Seal shall be affixed shall be signed by one of the Trustees and shall be countersigned by the

Secretary or by a second Trustee or by some other person appointed by the Trustees for the purpose. Such signatures shall be conclusive evidence of the fact that the Seal has been properly affixed.

ACCOUNTS

76 The Trustees shall cause accounting records to be kept in accordance with the provisions of the Act.

77 The books of account shall be kept at the registered office, or subject to the Act, at such other place or places as the Trustees think fit, and shall always be open to the inspection of the Trustees.

78 The Trustees shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Charity or any of them shall be open to the inspection of Members not being Trustees. No Member (not being a Trustee) shall have any right of inspecting any account or books or document of the Charity except as conferred by statute or authorised by the Trustees or by the Charity in a general meeting.

ANNUAL REPORT

79 The Trustees shall comply with their obligations under the Charities Act 1993 with regard to the preparation of an annual report and its transmission to the Charity Commission.

ANNUAL RETURN

80 The Trustees shall comply with their obligations under the Charities Act 1993 with regard to the preparation of an annual return and its transmission to the Charity Commission.

AUDIT

81 At least once a year, the Charity shall (a) comply with the audit requirements of the Act where the Charity's gross annual income and aggregate value of assets fall within the requisite threshold prescribed by the Act for an audit examination or (b) where the Charity does not fall within the aforementioned audit threshold, comply with the external scrutiny requirements of the Charities Act 1993. Where the Charity is exempt from the audit requirements of the Act, the Trustees shall in the Charity's accounts provide a specific statement to this effect.

NOTICES

82 Any notice to be given to or by any person pursuant to the Articles shall be either in writing or given using electronic communications, except that a notice calling a meeting of the Trustees need not be in writing or sent using electronic communications

83 A notice may be given by the Charity to any Member either personally or by sending it to him at his Address

84 Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected at the expiration of 72 hours after the letter containing the same is posted, and in the case of electronic communications, service of the notice shall be deemed to be effected within 72 hours after it was sent. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given

85 Notice of every general meeting shall be given in any manner hereinbefore authorised to every Member and, where applicable, to any auditors for the time being of the Charity

86 If a Member has no registered address in the United Kingdom and has not supplied to the Charity an Address for the giving of notice to him, he shall not be entitled to receive any notice from the Charity

INDEMNITY

87 Subject to the provisions of the Act every Trustee or other officer or auditor of the Charity shall be indemnified out of the assets of the Charity against any liability incurred by him in that capacity in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity

RULES OR BYE LAWS

88 (a) The Trustees may from time to time make such rules or bye-laws as they may deem necessary or convenient for the proper conduct and management of the Charity and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the above, they may by such rules or bye-laws regulate

(i) The admission and classification of Members, and the rights and privileges of such Members, and the conditions of membership and the terms on which Members may resign or have their membership

terminated and the entrance fees, subscriptions and other fees or payments to be made by Members,

(ii) The conduct of Members in relation to one another, and to the Charity's employees,

(iii) The setting aside of the whole or any part or parts of the Charity's premises at any particular time or times or for any particular purpose or purposes,

(iv) The procedure at general meetings and meetings of the Trustees and committees in so far as such procedure is not regulated by the Articles, and

(v) Generally all such matters as are commonly the subject matter of company rules,

(b) The Charity in general meetings shall have power to alter or repeal the rules or bye-laws and to make additions to them and the Trustees shall adopt such means as they deem sufficient to bring to the notice of Members all such rules or bye-laws, which so long as they shall be in force, shall be binding on all Members provided nevertheless no rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in the Articles

HEADINGS

89. The headings in the Articles are not to be taken as part of them or in any manner affect the interpretation or construction of the same

Name, Addresses and Descriptions of Subscribers

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

THOMAS McLAUGHLIN St Joseph's College Mill Hill London NW7 <i>Clerk in Holy Orders</i>	JOHN THOONEN St Joseph's College Mill Hill London NW7 <i>Clerk in Holy Orders</i>
ALFRED FINK St Joseph's College Mill Hill London NW7 <i>Clerk in Holy Orders</i>	JOSEPH PATRICK MARTIN St Joseph's College Mill Hill London NW7 <i>Clerk in Holy Orders</i>

JOHN DE REEPER St Joseph's College Mill Hill London NW7 <i>Clerk in Holy Orders</i>	PATRICK JOSEPH MORRIS St Joseph's College Mill Hill London NW7 <i>Clerk in Holy Orders</i>
CHARLES EDWARD MEYER St Joseph's College Mill Hill London NW7 <i>Clerk in Holy Orders</i>	JOSEPH THEODORE ABBOTT Herbert House Victoria Road Freshfield Liverpool <i>Clerk in Holy Orders</i>
JOHN HEWESTON St Peter's College Freshfield Liverpool <i>Clerk in Holy Orders</i>	JAMES ROGAN St Joseph's College Burn Hall Durham <i>Clerk in Holy Orders</i>
DATED the 7th day of October 1950	
WITNESS to the above signatures: -	
of THOMAS McLAUGHLIN HENRY KNUWER St Joseph's College Mill Hill London NW7 <i>Clerk in Holy Orders</i>	of JOHN THOONEN HENRY KNUWER St Joseph's College Mill Hill London NW7 <i>Clerk in Holy Orders</i>
of ALFRED FINK HENRY KNUWER St Joseph's College Mill Hill London NW7 <i>Clerk in Holy Orders</i>	of JOSEPH PATRICK MARTIN HENRY KNUWER St Joseph's College Mill Hill London NW7 <i>Clerk in Holy Orders</i>
of JOHN DE REEPER HENRY KNUWER St Joseph's College Mill Hill London NW7 <i>Clerk in Holy Orders</i>	of PATRICK JOSEPH MORRIS HENRY KNUWER St Joseph's College Mill Hill London NW7 <i>Clerk in Holy Orders</i>
of CHARLES EDWARD MEYER HENRY KNUWER St Joseph's College Mill Hill London NW7 <i>Clerk in Holy Orders</i>	of JOSEPH THEODORE ABBOTT WILFRID COATES St Peter's College Freshfield Liverpool <i>Clerk in Holy Orders</i>
of JOHN HEWESTON WILFRID COATES St Peter's College Freshfield Liverpool <i>Clerk in Holy Orders</i>	of JAMES ROGAN JOHN LURKIN St Joseph's College Burn Hall Durham <i>Clerk in Holy Orders</i>