

THE COMPANIES ACTS 1985 TO 1989

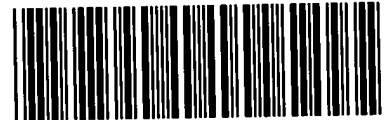
COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

of

LEE ABBEY HOUSEHOLD COMMUNITIES

MONDAY



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12/06/2023

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COMPANIES HOUSE

- 1 The name of the company (hereinafter called "the Charity") is LEE ABBEY HOUSEHOLD COMMUNITIES
- 2 The registered office of the Charity will be situate in England

Objects

- 3 The Charity's objects are the advancement of the Christian faith worldwide through the ministry of communities of Christians whose shared lives in the fellowship of the Holy Spirit communicate the love of God revealed in Jesus Christ and for the relief of the needs of those living or working in the local area served by local Christian churches

Powers

- 4 In furtherance of the objects but not further or otherwise the Charity shall have the following powers:-
 - (a) To provide accommodation and staff to contribute to and promote household communities particularly in urban areas;
 - (b) Subject to the provisions of clause 5 below to employ and pay any person or persons to supervise, organise and carry on the work of the Charity and make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their widows and other dependants;
 - (c) to bring together in conference representatives of voluntary organisations, Government departments, statutory authorities and individuals;
 - (d) To promote and carry out or assist in promoting and carrying out research, surveys and investigations and publish the useful results of such research, surveys and investigations;

- (e) To arrange and provide for, or join in arranging and providing for, the holding of exhibitions, meetings, lectures, classes, seminars and training courses;
- (f) To collect and disseminate information on all matters affecting such objects and exchange such information with other bodies having similar objects whether in this country or overseas;
- (g) To undertake, execute, manage or assist any charitable trusts which may lawfully be undertaken, executed, managed or assisted by the Charity;
- (h) To procure to be written and print, publish, issue and circulate gratuitously or otherwise such papers, books, periodicals, pamphlets or other documents or films or recorded tapes as shall further such objects;
- (i) To purchase, take on lease or in exchange, hire or otherwise acquire any property and any rights and privileges necessary for the promotion of such objects and construct, maintain and alter any buildings or erections necessary for the work of the Charity;
- (j) To make regulations for any property which may be so acquired;
- (k) Subject to such consents as may be required by law to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Charity but not to create tenancies or lettings of any property allocated for use by a household community;
- (l) To accept gifts and borrow or raise money for such objects on such terms and on such security as shall be thought fit;
- (m) To procure contributions to the Charity by personal or written appeals, public meetings or otherwise;
- (n) To invest the money of the Charity not immediately required for such objects in or on such investments, securities or property as may be thought fit;
- (o) To establish and support or aid in the establishment and support of other charitable associations or institutions and to subscribe lend or guarantee money for charitable purposes in any way connected with the purposes of the Charity or calculated to further its objects;
- (p) To receive loans at interest or otherwise from and to lend money and give credit to, to take security for such loans or credit and to guarantee and become or give security for the performance of contracts by any person or company as may be necessary or convenient for the work of the Charity;
- (q) To draw accept endorse issue or execute promissory notes, bills of exchange, bills of lading, warrants and other negotiable transferable or mercantile instruments for the purpose of or in connection with the objects of the Charity;
- (l) To establish promote or assist charitable companies with objects similar to those of the Charity for the acquisition of the property or liabilities of the Charity or to carry on any authorised activity of the Charity or for any other

charitable purpose calculated to benefit the Charity in the furtherance of its objects;

- (m) To amalgamate merge or join in with any charity having charitable objects wholly or in part similar to those of this Charity for the purposes of better effectuating the charitable purposes;
- (n) To purchase acquire or undertake all or any of the property liabilities and engagements of charitable associations societies or bodies with which the Charity may co-operate or federate;
- (o) To pay out of the funds of the Charity the costs of forming and registering the Charity;
- (p) To pay out of the funds of the Charity the cost of any premium in respect of insurance or indemnities to cover the liability of the Board of Trustees (or any Trustee) which be virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of duty or breach of trust or which they may be guilty in relation to the Charity; PROVIDED THAT any such insurance or indemnity shall not extend to any claim arising from any act or omission which the Board of Trustees know to be a breach of trust or which was committed by the Board of Trustees in reckless disregard of whether it was a breach or not.
- (q) To do all such other lawful things as shall further the attainment of the above objects or any of them;

5 The Charity accepts and agrees to abide by the House of Bishops' Guidance for safeguarding children, young people and vulnerable adults in the Church of England.

6 The income and property of the Charity from whatever source derived, shall be applied solely towards the promotion of its objects as set further in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus, or otherwise howsoever, by way of profit to the Members of the Charity and (save as hereinafter provided) no member of its Board of Trustees shall be appointed to any office of the Charity paid by salary or fees or received 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 (save as hereinafter provided not being a member of its Board of Trustees) for any services rendered to the Charity;
- (b) Of reasonable and proper remuneration to leaders of any household community of the Charity or a Chaplain of the Charity notwithstanding that they may be members of the Board of Trustees for work undertaken on behalf of the Charity on condition that:

- (i) They shall not attend any meeting or vote on any resolution relating to the terms and conditions of their own appointment as to any payment made or to be made to them by the Charity; and
 - (ii) The number of Trustees in receipt of such remuneration shall not exceed one third of the total number of Trustees.
 - (c) Of interest on money lent by any member of the Charity (or of its Board of Trustees) at a reasonable and proper rate per annum;
 - (d) Of any reasonable and proper rent for premises demised or let by any member of the Charity (or of its Board of Trustees);
 - (e) Of fees, remuneration of other benefits in money or money's worth to a company of which a member of the Board of Trustees may be a member holding not more than 1/100th part of the capital of the company and
 - (f) To any member of its Board of Trustees of reasonable and proper out-of-pocket expenses;
 - (g) Of reasonable and proper premiums in respect of Indemnity Insurance, effected in accordance with Clause 4(u) hereof;
 - (h) Of the usual professional charges for business done by any member of the Charity (or of its Board of Trustees) who is a solicitor, accountant or other person engaged in a profession, or by any partner of his or hers, when instructed by the Charity to act in a professional capacity on its behalf: provided that at no time shall a majority of the members of the Charity (or of its Board of Trustees) benefit under this provision and that a member of the Charity (or of its Board of Trustees) shall withdraw from any meeting at which his or her appointment or remuneration of that of his or her partner is under discussion.
- 7 The liability of the members is limited.
- 8 Every Member of the Charity undertakes to contribute to the assets of the Charity undertakes to contribute to the assets of the Charity if it is wound up during the time that he is a member, or within one year afterwards, for payment of the debts and liabilities of the Charity contracted before the time at which he ceases to be a member and of the costs, charges and expenses of winding-up the same, and for the adjustment of the rights of the contributories among themselves such amount as may be required not exceeding £1.
- 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 of the Charity, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Charity, 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 is imposed on the Charity under or by virtue of clause 5 hereof, such institution or institutions to be determined by the

members within three months of the members resolution passed initiating the winding-up failing which and if and so far as effect cannot be given to such provision, then to such other charitable object as the Board of Trustees shall resolve upon.

The Companies Acts 1985 to 2006
Company Limited by Guarantee and not having a Share
Capital

Articles of Association of

Lee Abbey Household Communities

(adopted by special resolution of the Charity passed on 25 May 2023)

Interpretation

1. In these articles:

the "Charity" means the company intended to be regulated by these articles;

the "Holding Charity" means a charitable company which is the sole member of the Charity;

the "Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force;

the "articles" means these articles of association of the Charity;

"clear days" in relation to the period of a 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;

"executed" includes any mode of execution;

"memorandum" means the memorandum of association of the Charity

"office" means the registered office of the Charity;

the "seal" means the common seal of the Charity if it has one;

"secretary" means the 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;

the "Board of Trustees" means the directors for the time being of the Charity (and "Trustee" means any one director of the Charity for the time being);

the "United Kingdom" means Great Britain and Northern Ireland; and

words importing the masculine gender only shall include the feminine gender.

words or expressions contained in these articles shall, save as aforesaid or unless the context requires otherwise, bear the same meaning as in the Act.

Members

2. No person shall be admitted a member of the Charity unless his or her application for membership is approved by the Holding Charity.

General meetings

3. The Charity shall hold an annual general meeting each year in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it and not more than fifteen months shall elapse between the date of one annual general meeting of the Charity and that of the next. The annual general meeting shall be held on the same day and at the same place as the annual general meeting of the Holding Charity. All general meetings other than annual general meetings shall be called extraordinary general meetings.
4. The Board of Trustees may call general meetings and, on the requisition of a member pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition. If there are not within the United Kingdom sufficient Trustees to call a general meeting, any Trustee or the Holding Charity may call a general meeting.

Notice of general meetings

5. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution appointing a person as a Trustee shall be called by at least twenty-one clear days' notice. All other extraordinary general meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed by the member entitled to attend and vote.

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such.

The notice shall be given to all the members and to all the Trustees and to the auditors.

6. 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.

Proceedings at general meetings

7. No business shall be transacted at any meeting unless a quorum is present. One person entitled to vote upon the business to be transacted, being a duly authorised representative of the Holding Charity shall constitute a quorum.

8. If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Board of Trustees may determine.
9. The Chairman, if any, of the Board of Trustees or in his absence some other Trustee nominated by the Board of Trustees shall preside as chairman of the meeting, but if neither the chairman nor such other Trustee (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Board of Trustees present shall elect one of their number to be chairman and, if there is only one Trustee present and willing to act, he shall be chairman.
10. If no Trustee is willing to act as chairman, or if no Trustee is present within fifteen minutes after the time appointed for holding the meeting, the duly authorised representative of the Holding Charity shall be chairman.
11. A Trustee shall, notwithstanding that he is not a member, be entitled to attend and speak at any general meeting.
12. The chairman may, with the consent of a 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 an adjourned meeting other than business which might properly have been transacted at the meeting had adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
13. A resolution put to the vote of a meeting shall be decided on a show of hands.

Votes of members

14. The Holding Charity shall have one vote.
15. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.
16. A vote given by the duly authorised representative of the Holding Charity shall be valid notwithstanding the previous determination of the authority of the person voting unless notice of the determination was received by the Charity at the office before the commencement of the meeting or adjourned meeting at which the vote is given.
17. The Holding Charity may by resolution of its Board of Trustees or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Charity, and the person so authorised shall be entitled to

exercise the same powers on behalf of the Holding Charity as it could exercise if it were an individual member of the Charity.

Episcopal Visitor

18. Pursuant to the Religious Communities Regulations 2020, the Holding Charity shall appoint as visitor of the Charity a person who:
 - (1) is in episcopal orders and holds ecclesiastical office in the Church of England or in another church which is in communion with the Church of England; and
 - (2) is not a member of the community or otherwise involved in its regular life.
19. The visitor so appointed shall make a visitation no less frequently than every five years and at the visitor's discretion and on the visitor's own initiative, may conduct a visitation at any time.

Board of Trustees

20. The number of Trustees shall be not less than four but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum.
21. The current Trustees as at the date of adoption of these articles shall form and be regarded as an interim Board of Trustees until all the Trustees envisaged under article 22 are appointed or co-opted.
22. Subject to article 21 the Board of Trustees shall consist of:
 - (1) the chair of the Council of the Holding Charity who shall be regarded as an ex-officio member of the Board of Trustees and
 - (2) such other members selected in accordance with rules made under article 57.

Powers of the Board of Trustees

23. Subject to the provisions of the Act, the memorandum and the articles and to any directions given by special resolution, the business of the Charity shall be managed by the Board of Trustees who may exercise all the powers of the Charity and regulate their own affairs. No alteration of the memorandum or the articles and no such direction shall invalidate any prior act of the Board of Trustees which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this article shall not be limited by any special power given to the Board of Trustees by the articles and a meeting of the Board of Trustees at which a quorum is present may exercise all the powers exercisable by the Board of Trustees.
24. In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the articles the Board of Trustees shall have the following powers, namely:

- (1) to expend the funds of the Charity in such manner as they shall consider most beneficial for the achievement of the objects and to invest in the name of the Charity such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the objects of the Charity;
- (2) to enter into contracts on behalf of the Charity.

Appointment and retirement of Trustees

25. At each annual general meeting one-third of the Trustees who are subject to retirement by rotation or, if their number is not three or a multiple of three, the number nearest to one third shall retire from office; but, if there is only one Trustee who is subject to retirement by rotation, he shall retire;
26. Subject to the provisions of the Act, the Trustees to retire by rotation shall be those who have been longest in office since their last appointment or reappointment, but as between persons who became or were last reappointed Trustees on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
27. If the Charity at the meeting at which a Trustee retires by rotation, does not fill the vacancy then the retiring Trustee shall, if willing to act, be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of the Trustee is put to the meeting and lost.
28. No person other than a Trustee retiring by rotation shall be appointed or reappointed a Trustee at any general meeting unless:
 - (1) he is recommended by the Board of Trustees (and the Board of Trustees shall only recommend such persons who have been selected in accordance with the rules made under article 57) or
 - (2) not less than fourteen nor more than thirty-five clear days before the date appointed for the meeting, notice executed for and on behalf of the Holding Charity has been given to the Charity of the intention to propose that person for appointment or reappointment stating the particulars which would, if he were so appointed or reappointed, be required to be included in the Charity's register of Trustees together with a notice executed by that person of his willingness to be appointed or reappointed.
29. No person may be appointed as a Trustee
 - (1) unless he has attained the age of 18 years; or
 - (2) in circumstances such that, had he already been a Trustee, he would have been disqualified from acting under the provisions of article 34.

30. Not less than seven nor more than twenty-eight clear days before the date appointed for holding a general meeting notice shall be given to all persons who are entitled to receive notice of the meeting of any person (other than a Trustee retiring by rotation at the meeting) who is recommended by the Board of Trustees for appointment or reappointment as a Trustee at the meeting or in respect of whom notice has been duly given to the Charity of the intention to propose him at the meeting for appointment or reappointment as a Trustee. The notice shall give the particulars of that person which would, if he were so appointed or reappointed, be required to be included in the Charity's register of Trustees.
31. Subject as aforesaid, the Charity may by special resolution appoint a person who is willing to act to be a Trustee either to fill a vacancy or as an additional Trustee and may also determine the rotation in which any additional Trustees are to retire.
32. The Board of Trustees may appoint a person who is willing to act to be a Trustee either to fill a vacancy or as an additional Trustee provided that the appointment is of a person selected in accordance with the rules made under article 57, and does not cause the number of Trustees to exceed any number fixed by or in accordance with the articles as the maximum number of Trustees. A Trustee so appointed shall hold office only until the next following annual general meeting and shall not be taken into account in determining the Trustees who are to retire by rotation at the meeting. If not reappointed at such annual general meeting, he shall vacate office at the conclusion thereof.
33. Subject as aforesaid, a Trustee who retires at an annual general meeting may, if willing to act, be reappointed.

Disqualification and removal of Trustees

34. A Trustee shall cease to hold office if he:
- (1) ceases to be a Trustee by virtue of any provision in the Act or these articles or is disqualified from acting as a Trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
 - (2) becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs
 - (3) resigns his office by notice to the Charity (but only if at least two Trustees will remain in office when the notice of resignation is to take effect); or
 - (4) is absent from all meetings of the Board of Trustees held within a period of nine months and the Board of Trustees resolve that his office be vacated.
 - (5) is removed as a Trustee of the Charity by the Holding Company

Trustees' expenses

35. Trustees may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of the Board of Trustees or committees of the Board of Trustees or general meetings or otherwise in connection with the discharge of their duties, but shall otherwise be paid no remuneration.

Trustees' appointments

36. Subject to the provisions of the Act and to clause 5 of the memorandum, and in accordance with any terms and restrictions laid down in rules made under article 57, the Board of Trustees may appoint one or more of their number to any unremunerated executive office under the Charity. Any appointment of a Trustee to an executive office shall terminate if he ceases to be a Trustee. A Trustee holding any other executive office shall not be subject to retirement by rotation.
37. Except to the extent permitted by clause 5 of the memorandum, 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.

Proceedings of the Board of Trustees

38. Subject to provisions of the articles, the Board of Trustees may regulate their proceedings as they think fit. A Trustee may, and the secretary at the request of a Trustee shall, call a meeting of the Board of Trustees. It shall not be necessary to give notice of a meeting to a Trustee who is absent from the United Kingdom. Questions arising at a 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.
39. The quorum for the transaction of the business of the Board of Trustees may be fixed in accordance with rules made under article 57, but shall not be less than one third of their number or two Trustees, whichever is the greater.
40. The Board of Trustees may act notwithstanding any vacancies in their number but, if the number of Trustees is less than the number fixed as the quorum, the continuing Trustees or Trustee may act only for the purpose of filling vacancies or of calling a general meeting.
41. The Board of Trustees may appoint any individual (who need not be a Trustee or a member of the Charity) to be the chairman of their meetings and may at any time remove him from that office. Unless he is unwilling to do so, the individual so appointed shall preside at every meeting of the Board of Trustees at which he is present. But if there is no one holding that office, or if the individual holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Trustees present may appoint one of their number to be chairman of the meeting. For the avoidance of doubt, if the individual appointed is not a Trustee, he shall not be counted in any quorum for the purposes of article 39 or vote on any decision of the Board of Trustees.

42. The Board of Trustees may appoint one or more sub-committees which shall consist of at least two Trustees but may also include as many other individuals as the Board of Trustees think fit for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Board of Trustees would be more conveniently undertaken or carried out by a sub-committee; PROVIDED THAT all acts and proceedings of any such sub-committees shall be fully and promptly reported to the Board of Trustees.
43. All acts done by a meeting of the Board of Trustees, or of a committee of Board of Trustees, shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Trustee 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 and had continued to be a Trustee and had been entitled to vote.
44. A resolution in writing, signed by all the Trustees entitled to receive notice of a meeting of the Board of Trustees or of a committee of the Board of Trustees, shall be as valid and effective as if it had been passed at a meeting of the Board of Trustees or (as the case may be) a committee of Board of Trustees duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the Trustees.
45. Any bank account in which any part of the assets of the Charity is deposited shall indicate the name of the Board of Trustees and shall be operated (under the ultimate control of the Board of Trustees) by such Trustees or officers or servants of the Charity as the Board of Trustees may consider suitably responsible to authorise for this purpose. All cheques and orders for the payment of money from such account shall be signed by at least two Trustees or officers of the Charity whom the Board of Trustees have authorised to operate the bank account as aforesaid.

Secretary

46. Subject to the provisions of the Act, the secretary shall be appointed by the Board of Trustees for such term, at such remuneration (if not a Trustee) and upon such conditions as they may think fit; and any secretary so appointed may be removed by them

Minutes

47. The Board of Trustees shall keep minutes in books kept for the purpose:
- (1) of all appointments of officers made by the Board of Trustees; and
 - (2) of all proceedings at meetings of the Charity and of the Board of Trustees and of committees of the Board of Trustees including the names of the Trustees present at each such meeting.

The Seal

48. The seal shall only be used by the authority of the Board of Trustees or of a committee of the Board of Trustees authorised by the Board of Trustees. The

Board of Trustees may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Trustee and by the secretary or by a second Trustee.

Accounts

49. Accounts shall be prepared in accordance with the provisions of Part VII of the Act.

Annual Report

50. The Board of Trustees shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Charity Commissioners.

Annual Return

51. The Board of Trustees shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Charity Commissioners.

Notices

52. 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 Board of Trustees need not be in writing) or shall be given using electronic communications.
53. The Charity may give any notice to the Holding Charity sending it by post in a prepaid envelope addressed to the chairman of the Holding Charity at its registered address or by leaving it at that address.
54. The Holding Charity present by its duly authorised representative at any meeting of the Charity shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.
55. 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 the guidance issued by the Institute of Chartered Secretaries and Administrators 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 or, in the case of an electronic communication, 48 hours after it was sent.

Indemnity

56. 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 judgment 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

57.(1) The Board of Trustees may from time to time make such rules or bye laws as they may deem necessary or expedient 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 foregoing, they may by such rules or bye laws regulate:

- (i) the admission and classification of members of the Charity (including the admission of organisations to membership) 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 of the Charity in relation to one another, and to the Charity's servants;
 - (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 selection of persons eligible to be Trustees in so far as such selection is not already regulated by the articles;
 - (iv) the procedure at general meetings and meetings of the Board of Trustees and committees of the Board of Trustees in so far as such procedure is not regulated by the articles;
 - (v) generally, all such matters as are commonly the subject matter of company rules.
- (2) The Charity in general meeting shall have power to alter, add to or repeal the rules or bye laws and the Board of Trustees shall adopt such means as they think sufficient to bring to the notice of the Holding Charity all such rules or bye laws, which shall be binding on the Holding Charity as the member of the Charity provided that no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the memorandum or the articles.

Conflicts of interest

58. The Board of Trustees may, in accordance with the requirements set out in this article, authorise any matter proposed to them by any Trustee which would, if

not authorised, involve a Trustee breaching his duty under section 175 of the Companies Act 2006 to avoid conflicts of interest ('conflict').

59. Any authorisation under article 58 will be effective only if:
- (1) the matter in question shall have been proposed by a Trustee for consideration at a meeting of the Board of Trustees in the same way that any other matter may be proposed to the Board of Trustees under the provisions of these articles or in such other manner as the Board of Trustees may determine;
 - (2) any requirement as to the quorum at the meeting of the Board of Trustees at which the matter is considered is met without counting the Trustee in question; and
 - (3) the matter was agreed to without his voting or would have been agreed to if his vote had not been counted.
60. Any authorisation of a conflict of interest under article 58 may (whether at the time of giving the authorisation or subsequently):
- (1) extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the conflict of interest so authorised;
 - (2) be subject to such terms and for such duration, or impose such limits or conditions as the Board of Trustees may determine;
 - (3) be terminated or varied by the Board of Trustees at any time.
- This will not affect anything done by the Trustee prior to such termination or variation in accordance with the terms of the authorisation.
61. In authorising a conflict, the Board of Trustees may decide (whether at the time of giving the authorisation or subsequently) that if a Trustee has obtained any information through his involvement in the conflict of interest otherwise than as a Trustee and in respect of which he owes a duty of confidentiality to another person the Trustee is under no obligation to:
- (1) disclose such information to the Board of Trustees or to any Trustee or other officer or employee of the Charity;
 - (2) use or apply any such information in performing his duties as a Trustee;
- where to do so would amount to a breach of that confidence.
62. Where the Board of Trustees authorise a conflict of interest they may provide, without limitation (whether at the time of giving the authorisation or subsequently) that the Trustee:

- (1) is excluded from discussions (whether at meetings of the Board of Trustees or otherwise) related to the conflict of interest;
- (2) is not given any documents or other information relating to the conflict of interest;
- (3) may or may not vote (or may or may not be counted in the quorum) at any future meeting of the Board of Trustees in relation to any resolution relating to the conflict of interest.

63. Where the Board of Trustees authorise a conflict of interest:

- (1) the Trustee will be obliged to conduct himself in accordance with any terms imposed by the Board of Trustees in relation to the conflict of interest;
- (2) the Trustee will not infringe any duty he owes to the Charity by virtue of sections 171 to 177 of the Companies Act 2006 provided he acts in accordance with such terms, limits and conditions (if any) as the Board of Trustees impose in respect of its authorisation.

64. A Trustee is not required, by reason of being a Trustee (or because of the fiduciary relationship established by reason of being a Trustee), to account to the Charity for any remuneration, profit or other benefit which he derives from or in connection with a relationship involving a conflict of interest which has been authorised by the Board of Trustees or by the Charity in general meeting (subject in each case to any terms, limits or conditions attaching to that authorisation) and no contract shall be liable to be avoided on such grounds.