

Company Limited by Guarantee and not having a Share Capital: Number: **00034118**

ARTICLES OF ASSOCIATION

of the

CHURCH OF ENGLAND SOLDIERS' SAILORS' & AIRMEN'S CLUBS

(As adopted by Special Resolution of the Company passed on 21st June 2023)

INTERPRETATION

1. In the interpretations of these Articles of Association except where excluded by the context the word "Charity" shall mean the Church of England Soldiers' Sailors' & Airmen's Clubs and "the Council" shall mean the Council of the Charity.
2. These Articles shall be construed with reference to the provisions of the Companies Act 2006 as amended ("the Act") and terms used in these Articles shall be taken as having the same respective meanings as they have when used in the Act.

ESTABLISHMENT

3. The Charity is established for the purposes expressed in the Charity's Memorandum of Association.

MEMBERS

4. There shall be no limit to the number of members of the Charity.
5. Any person being a communicant of the Church of England, or of any Church in communion with the Church of England, shall be eligible to be a member of the Charity and shall become a member if and when the Council shall admit them to membership of the Charity.
6. Every person desiring to become a member shall before they become a member sign and deliver to the Charity an application for admission in such form as the Council may from time to time require.
7. The power of admitting members of the Charity shall be exercisable by the Council.
8. The Council may from time to time sub-divide membership into different categories and may create different branches or sections and determine to which category, branch or section individual members shall belong.
9. The Council shall have full power and discretion as to the admission or refusal of any person as a member. The Council may also pursuant to a resolution passed by not less than three-fourths of the Members of the Council present at a meeting thereof withdraw membership from a member whose continued membership is in their opinion undesirable in the interests of the Charity; provided that such member shall have been given reasonable notice of such meeting and a reasonable opportunity of being heard thereat in support of the continuation of their membership.
10. No right or privilege of any member shall be in any way transferable or transmissible but all such rights and privileges shall cease upon the member ceasing to be such whether by death, retirement or otherwise.

11. Any member of the Charity who shall desire to retire as a member shall give written notice to that effect to the Secretary, and upon the receipt of such notice the member's name shall be removed from the register of members of the Charity, and they shall be deemed to have retired as a member. Any member who ceases to be a communicant of the Church of England, or of any Church in communion as aforesaid, shall be deemed to desire to retire from the Charity, and shall ipso facto cease to be a member.

ORDINARY GENERAL MEETINGS

12. Ordinary General Meetings (hereinafter called "Annual Meetings") shall be held once in every year or as soon thereafter as possible at such place as may be determined by the Council and not more than fifteen months shall elapse between the date of one Annual Meeting of the Charity and that of the next.
13. An Annual Meeting and a Meeting called for the passing of a Special Resolution shall be called by twenty-one days' notice in writing at least and a Meeting of the Charity other than an Annual Meeting or a Meeting for the passing of a Special Resolution shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day for which it is given and shall specify the place the day and the hour of the Meeting and in the case of special business the general nature of that business shall be given in manner hereinafter mentioned or in such other manner (if any) as may be prescribed by the Charity in General Meeting to such persons as are under the Articles of Association entitled to receive such notices from the Charity. Notwithstanding that a Meeting of the Charity is called by a shorter notice than that specified in this Article, it shall be deemed to have been duly called if it is so agreed:
- (a) in the case of a Meeting called as the Annual Meeting by all the members entitled to attend and vote thereat; and
 - (b) in the case of any other Meeting by the majority in number of the members having a right to attend and vote at the Meeting being a majority together representing not less than 95% of the total voting rights at that Meeting of all the members.
14. The business of the Annual Meeting shall be to receive and consider the audited financial statements for the preceding year, the Annual Report of the Council on the state and progress of the Charity and of the clubs and centres connected with it, the Auditor's Report and any other documents required by law to be attached or annexed thereto; to elect Council members in place of those retiring by rotation or otherwise; to fill up any vacancies amongst the Officers of the Charity; and transact any other business which, under these Articles, ought to be transacted at an Ordinary General Meeting.
15. At an Annual Meeting one-tenth of the total number of registered Members or three registered Members (whichever is the higher number) entitled to vote and present in person or by proxy shall be a quorum.

EXTRAORDINARY GENERAL MEETINGS

16. The Council may whenever it thinks fit convene an Extraordinary General Meeting and Extraordinary General Meetings shall be convened by the Council on the requisition made in writing by any five or more members or in default may be convened by the requisitionists in the manner provided by the Act. If at any time there are not within the United Kingdom sufficient Members of the Council to form a quorum any Member of the Council or any two members of the Charity may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which Meetings may be convened by the Council.
17. At any Extraordinary General Meeting summoned on a requisition one-half of the requisitionists shall be a quorum but in all other cases one-tenth of the total number of registered members or three registered members (whichever is the higher number) entitled to vote and present in person or by proxy shall be a quorum.

CONDUCT OF BUSINESS AT GENERAL MEETINGS

18. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present the Meeting if convened on the requisition of members shall be dissolved. In any other case it shall stand adjourned for the same day in the next week at the same time and place or such other place as the Council shall appoint and if at such an adjourned Meeting a quorum is not present within half an hour of the time appointed for holding the Meeting the members present shall be a quorum.
19. The President and in his absence the Chairman of the Council and in his absence the Vice-Chairman shall preside as Chairman at every General Meeting but if at any General Meeting none of these officers shall be present within fifteen minutes after the time appointed for holding the Meeting the members present shall choose a Member of the Council or if no Member of the Council be present they shall choose a member of the Charity who shall be present to preside.
20. The Chairman may with the consent of any meeting at which a quorum is present (and shall if so directed by the Meeting) adjourn a 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. Whenever a Meeting is adjourned for thirty days or more notice of the adjourned Meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment or of the business to be transacted at an adjourned Meeting.
21. No member shall have more than one vote except that in any case of equality of votes on a division the Chairman shall have a second or casting vote.
22. Save as herein expressly provided no member other than a member duly registered shall be entitled to vote on any question either personally or by proxy.
23. A resolution put to the vote of a General Meeting shall be decided on a show of hands unless before or on the declaration of the result of the show of hands a poll is demanded either by the Chairman or by at least three members present in person or by proxy having the right to vote at the Meeting. Votes may be given on a poll either personally or by proxy. On a show of hands, a member present only by proxy shall have no vote, but a proxy for a corporation may vote on a show of hands. A corporation may vote by its duly authorised representative as provided by the Act. A proxy need not be a member.
24. The instrument appointing a proxy shall be in writing under the hand of the appointor or his Attorney duly authorised in writing or if such appointor is a corporation under its Common Seal (if any) and if none then under the hand of some officer duly authorised in that behalf.
25. The instrument appointing a proxy and the Power of Attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the Registered Office not less than forty-eight hours before the time appointed for holding the Meeting or adjourned Meeting at which the person named in the instrument proposes to vote or in the case of a poll not less than twenty four hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.
26. A vote given 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 the death insanity or revocation as aforesaid shall have been received at the Registered Office before the commencement of the Meeting or adjourned Meeting at which the proxy is used.

27. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit:

I, _____
of _____
a member of the Church of England Soldiers' Sailors' & Airmen's Clubs
hereby appoint _____
of _____
and failing that _____
of _____
to vote for me on my behalf at the Annual Extraordinary or adjourned (as the case may be) General Meeting of the Charity to be held on theday of20.... and at every adjournment thereof
Signature:

The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

28. No person shall vote on any matter in which they are personally or pecuniarily interested or otherwise debate on such matters without the permission of the majority of the persons present and voting such permission to be given or withheld without discussion.
29. Proceedings at any Meeting shall not be invalidated by reason of any informality or irregularity in the convening thereof or otherwise or any want of qualification in any of the persons present or voting thereat.

THE COUNCIL

30. Unless otherwise determined by Ordinary Resolution, the number of Members of the Council shall not be less than four nor more than eighteen.
31. At all Annual Meetings one-third of the elected Members of the Council or the number nearest thereto shall retire in rotation according to seniority of standing on the Council and in cases of equal seniority the Members or Member to retire shall be determined by ballot at a Meeting of the Council held previously to the Annual Meeting.
32. In order to qualify for election as a Member of the Council, a candidate must be a member of the Charity, save that in exceptional circumstances the Council may co-opt on to the Council pursuant to Article 34 persons (not exceeding three in number in any one year) who are not members of the Charity.
33. The elected Members of the Council shall remain in office for three years and shall subsequently be subject to retirement by rotation, but shall be eligible for re-election.

34. The Council may appoint a person who is willing to act to be a Member of the Council, either to fill a vacancy or as an additional Member of the Council, provided that the appointment does not cause the number of Members of the Council to exceed any number fixed by these Articles as the maximum number of Members of the Council. A Member of the Council so appointed shall hold office only until the next following Annual Meeting and shall not be taken into account in determining the Members of the Council who are to retire by rotation at the meeting. If not reappointed at such Annual Meeting, they shall vacate office at the conclusion thereof.
35. All elected Members of the Council shall remain in office until their successors are appointed.
36. The Council may act for all purposes notwithstanding any vacancy in its number and all proceedings at any Meeting of the Council shall be valid and effectual notwithstanding that it may be discovered afterwards that any Member of the Council has been informally elected or is not properly qualified.
37. No person other than a Member of the Council retiring by rotation shall be appointed or re-appointed a Member of the Council at any General Meeting unless:
- (a) they are recommended by the Council; or
 - (b) not less than fourteen nor more than thirty-five clear days before the date appointed for the Meeting notice executed by a member qualified to vote at the Meeting has been given to the Charity of the intention to propose that person for appointment, or re-appointment, stating the particulars which would if they were so appointed or re-appointed be required to be included in the Charity's Register of Members of the Council together with notice executed by that person of their willingness to be appointed or re-appointed.

POWERS & PROCEEDINGS OF THE COUNCIL

38. The Charity and the property and affairs thereof shall be under the control and management of the Council.
39. In addition to all powers hereby conferred upon them and without detracting from the generality of their powers under the past preceding or any other Articles the Council shall have the following powers namely:
- (a) Subject to any such consents as may be required in law to expend funds of the Charity in such manner as they shall consider most beneficial for the purposes of the Charity and to invest in the name of the Charity or in the names of the Members of the Council such part thereof as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any sale for the purposes of the Charity.
 - (b) To acquire in the name of the Charity or in the names of not less than three nor more than four Members of the Council, build upon, pull down, rebuild, add to, alter, repair, improve, sell or dispose of, or otherwise deal with any land or premises for the use of the Charity.
 - (c) To enter into contracts on behalf of the Charity.
 - (d) Subject to any such consents as may be required in law to borrow money upon the security of any of the property of the Charity and to grant or direct to be granted mortgages for securing the same.
 - (e) To delegate all or any of their powers to any committee of which the majority consists of Members of the Council **PROVIDED THAT** all acts and proceedings of such committee shall be reported back as soon as possible to the Council.

- (f) To make, and from time to time to repeal or alter, regulations as to the management of the Charity and affairs thereof and as to the duties of any officers or servants of the Charity and as to the conduct of business by the Council or any sub-committee and as to any of the matters or things within the powers or under the control of the Council provided that such regulations shall not be inconsistent with the Memorandum and Articles of Association.
 - (g) To invest any money belonging to the Charity (other than money required for the ordinary expenditure of the Charity) in the purchase of or interest upon the security of such stocks, funds, shares, securities or other investments or property of whatsoever nature and wherever situated as the Members of the Council may in their absolute discretion think fit.
 - (h) To lend money upon such terms as to security and repayment as they see fit to any person or body for the objects of the Charity.
 - (i) To make grants from the funds of the Charity, either by way of gift or loan, and in the latter case either with or without security, and carrying interest at such rate as may be agreed on, or at a nominal rate of interest, and generally on such terms as the Council shall think fit, to any district or local or foreign club or centre established and conducted, or to be established and conducted, in accordance with "Rules and Regulations" to be issued from time to time by the Charity.
 - (j) To make and issue rules and regulations as to the establishment and conduct of such clubs or centres as aforesaid, and to define the conditions on which such clubs or centres shall be qualified to receive such grants as last aforesaid, and to add to, rescind, or vary such regulations from time to time.
 - (k) Generally, to do all things for the due conduct of the affairs of the Charity not herein otherwise provided for.
40. The Council shall meet at least twice during the year for the despatch of business and may adjourn and otherwise regulate their Meetings as they may think fit and one-third of the total number of Members of the Council shall be a quorum. Two Members of the Council may at any time (and the Secretary shall upon request in writing of two Members of the Council) summon a Meeting of the Council. Notice of every Meeting of the Council stating the general particulars of all business to be considered at such Meeting shall be sent by post to each Member of the Council at least three days before such Meeting unless urgent circumstances require shorter notice but the proceedings of any Meeting shall not be invalidated by any irregularity in respect of such notice or by reason of any business being considered which is not comprised in such general particulars. A meeting may be held by suitable electronic means agreed by the Council in which each participant may communicate with all the other participants.⁴¹ All questions shall be decided by the votes of the majority of the Members of the Council present and voting thereon at a Meeting of the Council.
42. The Council shall cause Minute Books to be kept of the proceedings at General Meetings of the Charity and at Meetings of the Council and shall cause entries to be made therein of all resolutions put to the vote and of the result of the voting and any such Minutes signed by the Chairman or by a Member of the Council present at the Meeting shall be sufficient evidence of the due passing of any Resolution.
43. The Council shall elect a Chairman and a Vice-Chairman of the Council from among their number, and may in their absolute discretion remove them from office. In the absence of the Chairman from any meeting of the Council the Vice-Chairman shall act as chairman of the meeting and in the absence of both the Chairman and the Vice-Chairman a chairman shall be elected by the Meeting. In case of equality of votes the chairman of the meeting shall have a second or casting vote.
44. The Council shall appoint a Treasurer of the Charity. The Treasurer shall produce all books, documents, property and money of the Charity in their possession and render a full and clear account at each audit, and whenever required by resolution of the Charity or of the Council. They shall also give up all books, documents, moneys and property of the Charity in their possession when required so to do by a resolution of the Charity or of the Council.

45. Bankers shall be appointed and may be changed by the Council. The signatories/authorisers and the limits of authorities to issue payments shall be appointed or set by the Council.

PRESIDENT AND VICE-PRESIDENTS

46. The Council may appoint any person who in its opinion is able to contribute to the Charity and its objects as the President or a Vice-President of the Charity for such term or terms specified at the time of appointment as the Council shall think fit. Such person shall not by virtue only of such appointment be a Member of the Council or a member of the Charity. A President or Vice-President may resign from such position by notice in writing sent to the Charity and thereupon shall cease to be a President or Vice-President. A President or Vice-President may be removed from office by Ordinary Resolution of the Charity in General Meeting. A President or Vice-President shall be entitled to be present and speak at any General Meeting of the Charity but shall not have any right to vote. Up to five Vice-Presidents may hold appointment at any time.

PATRONS

47. The Council may in its absolute discretion invite any person to be a Patron of the Charity. A Patron shall be entitled to be present and speak at any General Meeting of the Charity but shall not have any right to vote.

SEAL

48. The Council shall provide a Common Seal for the purposes of the Charity which shall be kept under such custody and control as the Council shall from time to time determine. The Seal of the Charity shall not be affixed to any instrument except pursuant to a Resolution of the Council and in the presence of two Members of the Council who shall sign every instrument to which the Seal is affixed in their presence.

DISQUALIFICATION OF MEMBERS OF THE COUNCIL

49. The office of a Member of the Council shall be vacated:
- (a) If they become of unsound mind.
 - (b) If they are convicted of any criminal offence (other than an offence which in the opinion of the Council does not affect their position as a Member of the Council or their ability to carry out their duties in relation to the Charity).
 - (c) If they are an elected Member of the Council and cease to be a member of the Charity.
 - (d) If in any Notice in writing to the Secretary of the Charity they resign from office.
 - (e) If they become prohibited from holding office:
 - (i) by reason of any Order made under the Act or the Charities Act;
 - (ii) under any of the circumstances set out in the Charities Act.
 - (f) If they are removed from office by a Resolution duly passed pursuant to the Act.

ACCOUNTS

50. The Council shall cause Accounting records to be kept in accordance with the Act.
51. The Accounting records shall be kept at the Registered Office or subject to the Act at such other place or places as the Council shall think fit and shall always be open to inspection by the members of the Council.

52. The Charity may at a General Meeting impose reasonable restrictions as to the time and manner at and in which the books and Accounts of the Charity may be inspected by the members and subject thereto the books and Accounts shall be open to inspection by the members at all reasonable times during the usual business hours.
53. The Council shall lay before the General Meeting of the Charity in each year financial statements of the Charity for the year ending on the previous thirty-first December. Such financial statements shall contain a report of the Council as to the state of affairs of the Charity and a report of the Auditors and shall comply with the provisions of the Act, The Charities (Accounts and Report) Regulations and the Statement of Recommended Procedure "Accounting for Charities" as applicable and of any Act, Regulation or Statement amending or replacing the same. A copy of every Balance Sheet together with copies of the said reports not less than twenty-one days before the date of the Meeting before which such financial statements and reports are to be laid shall be sent to all persons entitled to receive notices of General Meetings of the Charity.
54. Auditors shall be appointed and their duties regulated in accordance with the Act.

NOTICES

55. A notice may be served upon any member either personally or by sending it through the post in a prepaid letter or email addressed to such member at their registered address for service (if any). In the latter case it will be deemed to have been served at the time when the letter containing the notice would have been delivered in the ordinary course of post except in the case of notice of a Meeting when it shall be deemed to have been served at the expiration of twenty-four hours after the posting of such notice and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and posted.
56. If a member has not a registered address for service any notice shall be sufficiently served on them by posting up in the office of the Charity such notice addressed generally to the member. A member who has no registered address in the United Kingdom for the giving of notices shall not be entitled to have a notice served on them.
57. The accidental omission to give notice of a Meeting to or the non-receipt of a notice of a Meeting by any person entitled to receive notice shall not invalidate the proceedings at that Meeting.

WINDING UP

58. The provisions of Clause 7 of the Memorandum of Association relating to the winding up or dissolution of the Charity shall have effect and be observed as if such Clause were repeated in these Articles.

INDEMNITY

59. Subject to the provisions of the Act and any Act amending or replacing the same every Member of the Council or any committee and every officer and servant of the Charity shall be entitled to be indemnified out of the assets of the Charity against all losses and liabilities incurred by them in or about the execution of their office or otherwise in relation thereto **PROVIDED THAT** nothing in this clause shall entitle them to any indemnity against liability arising through negligence or fraud or similar actions on their part.

Names, Addresses, and Descriptions of Subscribers

JOHN COX EDGHILL, D.D., Chaplain-General to the Forces and Honorary Chaplain to the Queen, War Office, Pall Mall.

CHELMSFORD, General, 5 Knaresboro' Place, S.W.

GUILBERT EDWARD WYNDHAM MALET, Major, late R.A., 140, Palace Chambers, Bridge Street, S.W.

THOMAS ROWORTH PARR, Lieut.-Colonel, Junior United Service Club, S.W.

ALGERNON AUGUSTUS STEWART, Major-General, 19 Cranley Gardens, S.W.

JOHN BRIDGES WALKER, Lieut.-Colonel, Fair View, Ash, near Aldershot.

CHARLES AUGUSTUS SOLBE, Chaplain H.M. Forces, Royal Military Asylum, S.W.

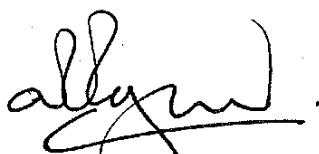
Dated the 26th day of May, 1891.

Witness to the Signatures of the above-named:

GEORGE GILBERT TREHERNE TREHERNE,

28, Bedford Row, London.

Resolution Passed 21st day of June 2023



(Signed) Rear Admiral A R RYMER
Chairman of Meeting



(Signed) Colonel C E H ACKROYD TD RD DL
Vice Chairman of CESSAC