

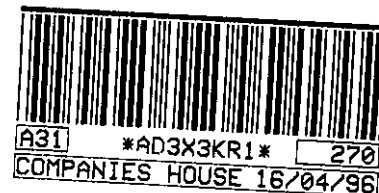
No. 250031

THE COMPANIES ACTS 1929 TO 1989
COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

SPECIAL RESOLUTIONS

- of -

THE ROYAL SCHOOL OF CHURCH MUSIC



(Passed on 14 March 1996)

At the Annual General Meeting of the Association duly convened and held at Addington Palace Croydon CR9 5AD on the date specified above the following Resolutions were passed as Special Resolutions:-

RESOLUTION 1

IT WAS RESOLVED THAT:

1. the Memorandum of the Association be amended by the deletion of Clauses 1 to 10 thereof and the substitution therefor of Clauses 1 to 8 in the form attached hereto and initialled by the Secretary for the purposes of identification;
2. there be adopted as the Articles of Association of the Association the regulations set out in the new Articles of Association attached hereto and initialled by the Secretary for the purposes of identification in substitution for the existing Articles of Association of the Association subject in the case of Articles 5 and 6 thereof to the passing of Resolution 2 below.

RESOLUTION 2

IT WAS RESOLVED THAT Articles 5 and 6 in the new Articles of Association attached hereto and initialled by the Secretary for the purposes of identification be adopted in substitution for existing Article 5.

A handwritten signature in ink, appearing to read 'D. B. ...', written over a dotted line.
Chairman

No. 250031

THE COMPANIES ACTS 1929 TO 1989

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

MEMORANDUM

and

ARTICLES OF ASSOCIATION

(Amended by Special Resolution passed the 21st day of December 1960)
(Subsequently amended by Special Resolution passed the 15th day of December 1967)
(Subsequently amended by Special Resolution passed the 14th day of March 1996)

- of -

THE ROYAL SCHOOL OF CHURCH MUSIC

Incorporated the 8th day of August 1930

MK.

FARRER & CO
66 Lincoln's Inn Fields
London WC2A 3LH

THE COMPANIES ACTS 1929 TO 1989

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

- of -

THE ROYAL SCHOOL OF CHURCH MUSIC

1. The name of the company ("the Association") is "THE ROYAL SCHOOL OF CHURCH MUSIC".
2. The registered office of the Association will be situated in England.
3. The objects for which the Association is established are to promote the study, practice and improvement of music and speech and such other matters as in the opinion of the Association shall be relevant to the conduct of Christian worship.
4. In furtherance of the above objects but not further or otherwise the Association shall have the following powers:
 - (a) to found, build, equip or maintain schools of music, schools for choristers, hostels for students or choristers, and any residences suitable for any wardens or chaplains in connection with any of the above, libraries, and any other buildings or institutions suitable for the above purposes;
 - (b) to create and administer or assist in creating or administering any scholarships, exhibitions or prizes for the encouragement of church music or singing and to grant diplomas or other awards for efficiency therein, provided that every such diploma shall state in clear letters on the face of it that it is not issued by or under the authority of any Government Department or authority, but by the authority of the Association only;
 - (c) to allow pupils, students or choristers of the Association to take engagement or enter into business contracts in connection with musical work upon such terms as to fees being payable either to the Association or the students or choristers or otherwise as the Council of the Association shall direct;
 - (d) to print and publish and sell any music, booklets, newspapers, periodicals, books, articles or leaflets and to enter into arrangements for or to make any mechanical reproductions of church music and to receive royalties in respect thereof and to acquire

any copyrights, rights of production, reproduction or publication or other rights which may appear useful to the Association;

- (e) to purchase, take on lease, or in exchange, hire or otherwise acquire real or personal property and rights or privileges anywhere in the world, and to construct, maintain and alter buildings or erections;
- (f) to sell, manage, let or mortgage, dispose of or turn to account all or any of the property or assets of the Association subject to such consents as may be required by law;
- (g) to execute and do all such other instruments, acts and things as may be requisite for the efficient management, development and administration of the said property;
- (h) to borrow or raise money for the objects of the Association on such terms and on such security as may be thought fit subject to such consents as may be required by law;
- (i) to take and accept any gift of money, property or other assets whether subject to any special trust or not, for the objects of the Association;
- (j) to raise funds and organise appeals and invite and receive contributions from any person or persons whatsoever by way of subscription, donation and otherwise provided that the Association shall not undertake any permanent trading activities in raising funds for the charitable objects aforesaid;
- (k) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts;
- (l) to invest in its own name or in the name of nominees moneys of the Association 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) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided;
- (m) to delegate upon such terms and with such remuneration as the Association shall think fit to professional investment managers ("the Managers") the exercise of the power contained in the foregoing sub-clause (l) Provided Always that:
 - (i) the Managers shall be persons who are entitled to carry on investment business under the provisions of the Financial Services Act 1986 or any statutory modification or re-enactment of the same;
 - (ii) the Association shall authorise the Managers to exercise such delegated power as aforesaid only within clear investment policy guidelines laid down from time to time by the Association and the Association shall use its best endeavours to ensure that those guidelines are observed;
 - (iii) the Managers shall be under a duty to report promptly to the Association any exercise of the power delegated as aforesaid and to report all transactions at least within 14 days and to report on performance of any investments managed by them at least every 3 months;

- (iv) the Association shall at all times be free forthwith to review alter or determine such delegation and the terms thereof;
- (v) the Association shall review such delegation at intervals not (in the absence of special reasons) exceeding 12 months but so that any failure by the Association to undertake such review within the said period of 12 months shall not invalidate the delegation;
- (n) to subscribe for, take or otherwise acquire and hold shares, stock, debentures or other securities of or interests in any Association or undertaking established with the intention of directly benefiting the Association provided always that appropriate professional advice shall have been sought before making such subscription or acquisition;
- (o) to make any donations in cash or assets or establish or support or aid in the establishment or support of or constitute or lend money (with or without security) to or for any exclusively charitable trusts, associations or institutions;
- (p) to undertake and execute charitable trusts;
- (q) to engage and pay upon such reasonable and proper terms as may be thought fit any person or persons not being directors whether on a full-time or part-time basis or whether as consultant or employee to supervise, organise, carry on the work of and advise the Association;
- (r) subject to the provisions of clause 5 to make any reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees or former employees and their spouses and dependants;
- (s) to amalgamate with any companies, institutions, societies or associations which shall be charitable by law and have objects altogether or mainly similar to those of the Association and prohibit payment of any dividend or profit to and the distribution of any of their assets amongst their members at least to the same extent as such payments or distributions are prohibited in the case of members of the Association by this Memorandum of Association;
- (t) to pay out of funds of the Association the costs charges and expenses of and incidental to the formation and registration of the Association;
- (u) to do all such other lawful things as will further the attainment of the objects of the Association or any of them;

Provided that:

- (i) in case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts;
- (ii) the Association's objects shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers;

- (iii) in case the Association shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales the Association shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the members of the Council shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such members of the Council have been if no incorporation had been effected, and the incorporation of the Association shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such members of the Council, but they shall as regards any such property be subject jointly and separately to such control or authority as if the Association were not incorporated;
- (iv) Section 310(3) of the Companies Act 1985 is excluded in relation to the provisions hereof.

5. The income and property of the Association shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to Members of the Association and no member of the Council shall without the prior written permission of the Charity Commission be appointed to any office of the Association paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Association.

Provided that nothing herein shall prevent any payment in good faith by the Association:

- (a) of reasonable and proper remuneration to any member, officer, servant or consultant of the Association (not being a member of the Council) for any services rendered to the Association and of reasonable and proper travelling, conference and study expenses necessarily incurred in carrying out the duties of any such member, officer, servant or consultant of the Association;
- (b) to any member of the Council who is a Solicitor, Accountant or other person engaged in a profession of all reasonable professional and other charges for work done by him or his firm when instructed by the other member of the Councils to act in that capacity on behalf of the Association provided that:
 - (i) he shall be absent from all meetings at which the employment and remuneration of such a firm or Association are discussed during the relative discussion;
 - (ii) he shall not vote on any resolution relating to the employment or remuneration of such firm or Association;
 - (iii) the other members of the Council are satisfied that the employment of the firm or Association in question is both necessary and expedient in the interests of the Association;
- (c) of interest on money lent by a Member of the Association or its member of the Councils at a rate per annum not exceeding 2 per cent less than the base lending rate

prescribed for the time being by a major London Clearing Bank or 3 per cent whichever is the greater;

- (d) to any member of the Council of reasonable and proper out-of-pocket expenses;
- (e) to a Association of which a Member of the Association or a member of the Council may be a member holding not more than one hundredth part of the capital of such Association;
- (f) of reasonable and proper rent for premises demised or let by any Member of the Association or by any member of the Council;
- (g) of the payment of any premium in respect of any indemnity insurance to cover liability of the members of the Council which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Association: provided that any such insurance shall not extend to any claim arising from any act or omission which the members of the Council knew to be a breach of trust or breach of duty or which was committed by the members of the Council in reckless disregard of whether it was a breach of trust or breach of duty or not and provided also that any such insurance shall not extend to the costs of an unsuccessful defence to a criminal prosecution brought against the members of the Council in the capacity as members of the Council.

6. The liability of the Members is limited.

7. Every Member of the Association undertakes to contribute to the assets of the Association, in the event of the same being wound up while he is a Member, or within one year after he ceases to be a Member, for payment of the debts and liabilities of the Association contracted before he ceases to be a Member and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding £1 (one pound).

8. If upon the winding up or dissolution of the Association 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 Association but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Association and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Association under or by virtue of clause 5 hereof, such institution or institutions to be determined by Members of the Association at or before the time of dissolution and in so far as effect cannot be given to such provisions then such property shall be disposed of at the discretion of the members of the Council for some other charitable purpose or purposes.

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

H. P. CHADWYCK-HEALEY
2 Weymouth Street
London W1

Director Public Company

A. D. ACLAND
Feniton Court
Honiton
Devon

(Col. retd.) J P for Devon

H. C. COLLES
The Times
Printing House Square
London EC4

Journalist

H. W. C. ERSKINE
9 Fisher Street
Red Lion Square
London WC1

Organist

ARCHIBALD K. NICHOLSON
105 Gower Street
London WC

Artist

W. FOXLEY NORRIS
Dean of Westminster
The Deanery
Westminster
London SW

ALBERT BAILLIE
The Deanery
Windsor Castle

Dean of Windsor

Dated this 25th day of July 1930

Witness to the above Signatures

H. L. A. Green
College of St Nicolas
Chislehurst
Kent

Secretary

THE COMPANIES ACTS 1929 TO 1989

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION
(Adopted by Special Resolution passed on 14th March 1996)

- of -

THE ROYAL SCHOOL OF CHURCH MUSIC

GENERAL

- 1.1 In these Articles and in the Memorandum of Association of the Association, if not inconsistent with the subject or context, the words standing in the first column of the following Table shall bear the meanings set opposite to them respectively in the second column:

WORDS

MEANINGS

the Act

the Companies Act 1985 as amended by the Companies Act 1989 and as further modified by statute or re-enacted from time to time

the Association

the above named Association which is the company for the purposes of the Act

these Articles

these Articles of Association, and the regulations of the Association from time to time in force

the Chairman

the chairman of the Council

Member

a member of the Association

Membership

membership in accordance with these Articles

the members of the Council

the members of the Council of Management for the time being of the Association who are the directors of the Association for the purposes of the Act and Council shall be construed accordingly and for the

| | |
|----------------------|--|
| | avoidance of doubt shall include the Synod Appointees |
| Month | calendar month |
| the Office | the registered office of the Association |
| the President | the President of the Association appointed in accordance with these Articles |
| the Seal | the Common Seal of the Association |
| the Secretary | the Secretary of the Association who shall be for the avoidance of doubt the Secretary of the company for the purposes of the Act |
| the Synod | the General Synod of the Church of England |
| the Synod Appointees | the members of the Council appointed by the Synod under Article 26.2 |
| the United Kingdom | Great Britain and Northern Ireland |
| the Vice-Presidents | the Vice-Presidents of the Association appointed in accordance with these Articles |
| in writing | written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form |

- 1.2 Words importing the singular number only shall include the plural number, and vice versa.
- 1.3 Words importing the masculine gender only shall include the feminine gender.
- 1.4 Words importing persons shall include corporations.
- 1.5 Subject as aforesaid, any words or expressions defined in the Act at the date on which these Articles become binding on the Association shall, if not inconsistent with the subject or context, bear the same meanings in these Articles.

OBJECTS

2. The Association is established for the purposes expressed in the Memorandum of Association.

MEMBERSHIP

3. For the purposes of registration the number of Members is declared to be unlimited.
4. The provisions of section 352 of the Act shall be observed by the Association and every Member shall either sign a written consent to become a Member or sign the Register of Members on becoming a Member.

5. The subscribers to the Memorandum of Association of the Association, the Council Members the President and such other persons as are admitted to Membership shall be Members. No person shall be admitted a Member unless he is approved by the members of the Council. Subject to Article 6, every person who wishes to become a Member shall deliver to the Association an application for Membership in such form as the members of the Council require executed by him.
6. The following persons (in addition to the Council Members and the President) shall be entitled to submit an application for Membership to the Council for approval under Article 5:
 - (a) the Chairman, Secretary and Treasurer of each of The Royal School of Church Music UK Area Committees; and
 - (b) every Vice-President of the Association for the time being;
7. A Member may at any time withdraw from the Association by giving at least seven clear days' notice to the Association. Membership shall not be transferable and shall cease on death.
8. Every corporation and unincorporated association which is admitted to Membership may exercise such powers as are prescribed by section 375 of the Act.
- 9.1 It shall be the duty of the members of the Council, if at any time they shall be of the opinion that the interests of the Association so require, by notice in writing sent by prepaid post to a Member's address, to request that Member to withdraw from Membership of the Association within a time specified in such notice. No such notice shall be sent except on a vote of the majority of the members of the Council present and voting, which majority shall include one half of the total number of the members of the Council for the time being.
- 9.2 If, on the expiry of the time specified in such notice, the Member concerned has not withdrawn from Membership by submitting written notice of his resignation, or if at any time after receipt of the notice requesting him to withdraw from Membership the Member shall so request in writing, the matter shall be submitted to a properly convened and constituted meeting of the members of the Council. The members of the Council and the Member whose expulsion is under consideration shall be given at least 14 days' notice of the meeting, and such notice shall specify the matter to be discussed. The Member concerned shall at the Meeting be entitled to present a statement in his defence either verbally or in writing, and he shall not be required to withdraw from Membership unless half of the members of the Council present and voting shall, after receiving the statement in his defence, vote for his expulsion, or unless the Member fails to attend the meeting without sufficient reason being given. If such a vote is carried, or if the Member shall fail to attend the meeting without sufficient reason being given, he shall thereupon cease to be a Member and his name shall be erased from the Register of Members.

GENERAL MEETINGS

10. The Association shall hold a general meeting in every calendar year as its annual general meeting at such time and place as may be determined by the members of the Council, and shall specify the meeting as such in the notices calling it, provided that every annual general meeting shall be held not more than 15 months after the holding of the last preceding annual general meeting.

11. The annual general meeting shall be held for the following purposes:
- (a) to receive from the members of the Council a full statement of account, pursuant to Article 60;
 - (b) to receive from the members of the Council a report of the activities of the Association since the previous annual general meeting;
 - (c) to allow the present members of the Council to stand down from office;
 - (d) to elect members of the Council pursuant to Article 27;
 - (e) to appoint the Association's auditors; and
 - (f) to transact such other business as may be brought before it.
12. All general meetings, other than annual general meetings, shall be called extraordinary general meetings.
13. The Secretary shall, on an order of the members of the Council or at the written request of not less than one tenth of the Members, convene an extraordinary general meeting. Such order or request indicating the nature of the business to be transacted shall be laid before the Chairman who shall authorise the holding of an extraordinary general meeting within 28 days of the receipt of such order or request.
14. There shall be given at least 21 days' notice in writing of every annual general meeting and of every extraordinary general meeting called for the passing of a special resolution and 14 days' notice in writing of every other extraordinary general meeting (exclusive in every case both of the day on which such notice is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of the meeting, and in the case of special business the general nature of that business, to such persons (including the Auditors) as are under these Articles or under the Act entitled to receive such notices from the Association Provided that a meeting of the Association shall notwithstanding that it is called by a shorter notice than that specified in this Article be deemed to have been duly called if it is so agreed
- 14.1 in the case of a meeting called as the annual general meeting, by all the Members entitled to attend and vote thereat; and
- 14.2 in the case of any other meeting, by a majority in numbers 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.
15. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceedings had, at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

16. All business transacted at an extraordinary general meeting, and all that is transacted at an annual general meeting with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the members of the Council and of the

Association's auditors, the election of members of the Council in the place of those retiring, and the appointment of the auditors and the fixing of their remuneration shall be deemed special business.

17. No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business. For all purposes the quorum shall be five Members personally present.
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 the Members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the members of the Council may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the Members present shall be a quorum.
19. The President shall preside as chairman at every general meeting, but if the President shall be absent, or if at any meeting he is not present within 15 minutes after the time appointed for holding the same, the Chairman (if any) of the Council shall preside but if there be no such Chairman or if he too is not present at that time the Members present shall choose some other member of the Council to preside or if no member of the Council be present, or if all the members of the Council present decline to take the chair, the Members shall choose some Member who is present to preside.
20. The chairman of the meeting may, with the consent of any meeting of the Members at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time, and place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever such a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given in the same manner as of the 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.
- 21.1 At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands, by Members present in person and entitled to vote and, unless a poll is, before or upon the declaration of the result by the show of hands, demanded by the chairman of the meeting or by at least three of the Members present in person or by proxy, a declaration by the chairman of the meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.
- 21.2 Subject to the provisions of Article 21.3, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 21.3 A poll demanded on the election of a chairman of a meeting, or on any question of adjournment, shall be taken forthwith.

- 22.1 The chairman of the meeting may vote on all matters and in the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall be entitled to a second or casting vote.
- 22.2 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 a poll has been demanded.

VOTES OF MEMBERS

23. Every Member shall be entitled to attend general meetings and cast one vote provided that no Member shall be entitled to vote at any general meeting unless all monies presently payable by him to the Association have been paid.
- 24.1 Every Member may appoint another Member as a proxy to vote in their place at general meetings.
- 24.2 On a poll votes may be given either personally or by proxy. On a show of hands a person present only by proxy shall have no vote.
- 24.3 The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
- 24.4 The instrument appointing a proxy and the power or attorney or other authority if any under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Association 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, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
- 24.5 The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- 24.6 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 such death, insanity or revocation as aforesaid shall have been received by the Association at the office before the commencement of the meeting at which the proxy is used.
- 24.7. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit.

"THE ROYAL SCHOOL OF CHURCH MUSIC

"I

"of

"a Member of THE ROYAL SCHOOL OF CHURCH MUSIC

"hereby appoint

"

"of

"another Member of the Association, and failing him,

"
 "of
 "another Member of the Association, to vote for me and on my
 "behalf at the (Annual, or Extraordinary, or Adjourned, as the
 "case may be) General Meeting of the Association, to be held on
 "the day of and at
 "every adjournment thereof."
 "As witness my hand this day of ."

25. Subject to the provisions of sections 381A-C and 382A of the Act a resolution in writing executed by or on behalf of each Member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more Members and if described as a special or an extraordinary resolution it shall have effect accordingly.

COUNCIL OF MANAGEMENT

- 26.1 Unless and until varied by ordinary resolution of the Association in general meeting the number of members of the Council shall not be less than five and shall be subject to a maximum of fifty.
- 26.2 Two of the members of Council may be appointed (subject to the approval in writing of the Chairman or such other member of the Council as the Council may appoint under Article 41.2) by the Synod and such members of Council are in these Articles referred to as "Synod Appointees".
27. Subject to Article 28:
- 27.1 at every annual general meeting, one-third of the members of the Council for the time being, or if their number is not a multiple of three then the number nearest to but not exceeding one-third, shall retire from office. A retiring member of the Council shall retain his office until the dissolution or adjournment of the meeting at which his successor is elected or it is determined not to fill his place;
- 27.2 the members of the Council to retire shall be those who have been longest in office since their last election or appointment. As between members of equal seniority, the members to retire shall in the absence of agreement be selected from among them by ballot. The length of time a member has been in office shall be computed from his last election or appointment. A retiring member of the Council shall be re-eligible;
- 27.3 no person not being a member of the Council retiring at the meeting shall, unless recommended by the Council for election, be eligible for office on the Council at any general meeting unless not less than the prescribed time before the day appointed for the meeting, there shall have been given to the Secretary notice in writing, by some Member duly qualified to be present and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing, signed by the person to be proposed, of his willingness to be elected. The prescribed time above mentioned shall be such that, between the date when the notice is served or deemed to be served and the day appointed for the meeting, there shall be not less than three nor more than 21 intervening days;

- 27.4 the Council shall have power at any time and from time to time to appoint any person to be a member of the Council either to fill a casual vacancy or as an addition to the existing Council but so that the total number of members of the Council shall not at any time exceed the number fixed in accordance with these Articles. Any such member so appointed shall hold office only until the next following annual general meeting and shall then be eligible for re-election but shall not be taken into account in determining the members of the Council who are to retire by rotation at such meeting.
28. Article 27 shall not apply to the Synod Appointees. A Synod Appointee shall be a member of the Council only for so long as he is a member of the Synod or until the Synod appoint a person to replace him under Article 26.2 (whichever is the shorter period). For the avoidance of doubt, a former Synod Appointee shall be eligible for appointment as a member of the Council in accordance with Article 27.
- 29.1 The Association shall at the annual general meeting fill up the vacated office of each retiring member of the Council to the extent necessary to ensure that there is the minimum permitted number of members of the Council by electing a person thereto, unless at the annual general meeting at which any members of the Council retire it shall be determined to reduce the number of members of the Council Provided always that no person who is a member of the Synod (other than a Synod Appointee) shall be appointed as a member of the Council unless after such appointment the total number of members of the Council who are also members of the Synod shall be less than half the total Council.
- 29.2 If at any time a member of the Council shall be appointed as a member of the Synod and such appointment shall have the effect that the total number of members of the Council who are also members of the Synod is more than half the total Council, such member of the Council shall resign as a member of the Council unless the Council decides otherwise. Any member of the Council so resigning shall be eligible for re-election under Article 29.1.
30. If, at any meeting at which the results of an election of members of the Council ought to be announced, the places of the retiring members of the Council, or some of them, are not filled up, the retiring members of the Council or such of them as have not had their places filled up and are willing to act, shall be deemed to have been re-elected, unless it shall be determined at such meeting to reduce the number of members of the Council provided always that this Article shall not apply to the Synod Appointees.
31. In addition and without prejudice to the provisions of section 303 of the Act, the Association may by ordinary resolution remove any member of the Council (including for the avoidance of doubt the Synod Appointees) before the expiration of his period of office, and may, except in the case of a Synod Appointee, by an ordinary resolution appoint another suitably qualified person in his stead; but any person so appointed shall retain his office so long only as the member of the Council in whose place he is appointed would have held the same if he had not been removed.
32. No person who is not a Member of the Association shall in any circumstances be eligible to hold office as a member of the Council.
33. On ceasing to hold office whether by resignation, removal, disqualification or otherwise a member of the Council shall be deemed to have given the notice of withdrawal required by

Article 9 such that he shall cease to be a Member of the Association on the date on which he ceases to hold office as a member of the Council.

34. The Association may from time to time in general meeting increase or reduce the number of members of the Council, and determine in what rotation such increased or reduced number shall go out of office, and may make the appointments necessary for effecting any such increase.

DISQUALIFICATION OF MEMBERS OF THE COUNCIL OF MANAGEMENT

- 35.1 The office of a member of the Council (including for the avoidance of doubt the Synod Appointees) shall be vacated:

- (a) if he becomes bankrupt or makes any arrangement or composition with his creditors generally;
- (b) if he becomes of unsound mind;
- (c) if by notice in writing to the members of the Council he resigns his office;
- (d) if he becomes prohibited from holding office by reason of any court order made under the Act;
- (e) if he is removed from office by a resolution duly passed pursuant to section 303 of the Act.

- 35.2 Section 293 of the Act shall not apply.

POWERS OF THE MEMBERS OF THE COUNCIL OF MANAGEMENT

36. The business of the Association shall be managed by the members of the Council who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Association as they think fit and may exercise all such powers of the Association, and do on behalf of the Association all such acts as may be exercised and done by the Association including, without prejudice to the generality of the foregoing, the power to borrow, and as are not by the Act or by these Articles required to be exercised or done by the Association in general meeting, subject nevertheless to any regulations of these Articles, to the provisions of the Act for the time being in force and affecting the Association, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Association in general meeting, but no regulation made by the Association in general meeting shall invalidate any prior act of the members of the Council which would have been valid if such regulation had not been made.
37. The members of the Council may act notwithstanding any vacancy in their body.
38. If the members of the Council shall at any time be or be reduced in number to less than the number prescribed by or in accordance with these Articles, it shall be lawful for them to act as members of the Council for the purpose of admitting persons to membership of the Association, filling up vacancies in their body, or summoning a general meeting, but not for any other purpose.

PROCEEDINGS OF THE MEMBERS OF THE COUNCIL OF MANAGEMENT

- 39.1 The members of the Council may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit.
- 39.2 Voting on any issue shall be by show of hands unless any member of the Council present shall demand a ballot and decisions taken by vote and by postal ballot shall be determined by a majority of those present and/or voting. Each member of the Council shall be entitled to one vote. In the case of an equality of votes, however, the Chairman shall have a second or casting vote.
40. A member of the Council, and the Secretary at the request of a member of the Council, shall at any time summon a meeting of the members of the Council by notice served upon the members of the Council. A member of the Council who is absent from the United Kingdom shall not be entitled to notice of a meeting.
- 41.1 Subject to Article 41.2, the members of the Council may appoint one of their number to be the Chairman of the Council and may at any time remove him from office. The Chairman shall preside as chairman at all meetings of the members of the Council at which he shall be present, but if at any meeting the Chairman is not present within 5 minutes after the time appointed for holding the meeting or is not willing to preside the members present shall choose one of their number to be chairman of the meeting.
- 41.2 Either Synod Appointee shall be eligible to be the Chairman. If the Synod shall make any appointment under Article 26.2 while a Synod Appointee is Chairman, the Council shall appoint another member of the Council to decide in place of the Chairman whether to give approval to the Synod's appointment.
42. A meeting of the members of the Council at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Association for the time being vested in the members of the Council generally. The quorum for meetings of the members of the Council or any committee formed pursuant to the provisions of Article 43 shall be three or such greater number as the members of the Council may determine.
43. The members of the Council may delegate any of their powers to any sub-committee consisting of such of their number and such other persons as they think fit Provided that where such committee includes persons not being members of the Council, the number of such persons shall be less than one-half of the total number of the committee members and no resolution of the committee shall be effective unless a majority of the members of the committee present at the meeting are members of the Council.
44. Any sub-committee formed pursuant to Article 43 shall, in the exercise of the powers delegated to it, conform to any regulations imposed on it by the members of the Council. The resolution making the delegation shall specify the financial limits within which any sub-committee shall function. The meetings and proceedings of any such sub-committee shall be governed by the provisions of these Articles for regulating the meetings and proceedings of the members of the Council so far as applicable and so far as the same shall not be superseded by any regulations made by the members of the Council. All acts and proceedings of such sub-committees shall be reported in due course to the members of the Council.

45. The Council may from time to time provide for the management of the affairs of the Association in any dominion, colony or dependency or in any foreign country or place in such manner as they shall think fit and for that purpose may from time to time delegate to any officer appointed by them any of the powers authorities or discretions for the time being vested in the council and any such appointment or delegation may be made upon such terms and subject to such conditions as the Council may think and the Council may at any time remove any person so appointed and may annul or vary any such delegation.
46. All acts bona fide done by any meeting of the members of the Council or of any sub-committee, or by any person acting as a member of the Council, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member of the Council or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office.
47. The members of the Council shall cause proper minutes to be made of all appointments of the members of the Council and of the proceedings of all meetings of the Association and of the members of the Council and of sub-committees, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the chairman of such meeting, or by the chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.
48. A resolution in writing signed by all the members of the Council for the time being or by all the members for the time being of any sub-committee who are entitled to receive notice of a meeting of the members of the Council or of such sub-committee shall be as valid and effectual as if it had been passed at a meeting of the members of the Council or of such sub-committee duly convened and constituted.

PRESIDENT AND VICE-PRESIDENTS

49. There shall be a President of the Association who shall be appointed and removed by the Members in general meeting. The President shall be entitled to take the chair at all general meetings.
50. Vice-Presidents of the Association shall be appointed and removed and the number of them determined by the Members in general meeting.
51. On ceasing to hold office whether by resignation, removal, disqualification or otherwise the President or a Vice-President (if appropriate) shall be deemed to have given the notice of withdrawal required by Article 9 such that he shall cease to be a Member of the Association on the date on which he ceases to hold office as the President or a Vice-President.

SECRETARY

52. Subject to the provisions of the Act, the Secretary shall be appointed by the members of the Council for such term, at such remuneration and upon such conditions as they may think fit and any Secretary so appointed may be removed by them.

AFFILIATED MEMBERS AND FRIENDS

53. Upon receipt of an application in such form as the members of the Council require the members of the Council may appoint such persons as they see fit to be Affiliated Members or Friends of the Association.
54. Affiliated Members and Friends shall not be entered in the register nor shall they be Members of the Association.
55. The Affiliated Members and Friends shall be subject to such rules as the members of the Council may from time to time approve.

SEAL

56. The Seal shall only be used by the authority of the members of the Council or of a committee of members of the Council authorised by the members of the Council. The members of the Council may determine who shall sign any instrument to which the Seal is affixed and unless otherwise so determined it shall be signed by a member of the Council and by the Secretary or by a second member of the Council.

ACCOUNTS

57. The members of the Council shall cause accounting records of the Association to be kept in accordance with section 221 of the Act and the requirements of the Charities Act 1993 and any regulations made pursuant thereto (or as the same may be hereafter amended or altered).
58. Accounting records shall be kept at the Office or, subject to section 222 of the Act, at such other place or places as the members of the Council shall think fit and shall always be open to the inspection of the members of the Council.
59. The members of the Council 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 Association or any of them shall be open to the inspection of Members of the Association not being officers of the Association and no such Member (not being such an officer) shall have any right of inspecting any account or book or document of the Association except as conferred by statute or authorised by the members of the Council or by the Association in general meeting.
60. At the annual general meeting in every year the members of the Council shall lay before the Association a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Association made up to a date not more than seven months before such meeting) together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the members of the Council and the auditors of the Association, and copies of such accounts, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than 21 clear days before the date of the meeting, subject nevertheless to the provisions of section 238(4) of the Act, be sent to the auditors and to all other persons entitled to receive notices of general meetings in the manner in which notices are hereinafter directed to be served.

AUDIT

61. Once at least in every year the accounts of the Association shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more appropriately qualified auditor or auditors.
62. Auditors shall be appointed and their duties regulated in accordance with the Act.

NOTICES

63. A notice may be served by the Association upon any Member, either personally or by sending it through the post in a prepaid letter, addressed to such Member at his registered address as appearing in the Register of Members.
64. Any Member described in the Register of Members by an address not within the United Kingdom, who shall from time to time give the Association an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but, save as aforesaid and as provided by the Act, only those Members who are described in the Register of Members by an address within the United Kingdom shall be entitled to receive notices from the Association.
65. Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post as a prepaid letter.
66. Except where otherwise expressly provided, where a given number of days' notice or notice extending over any other period is required to be given, the day of service shall be counted in such number of days or other period.

INDEMNITY

67. Subject to the provisions of the Act but without prejudice to any indemnity to which a member of the Council may otherwise be entitled, every member of the Council or other officer or auditor of the Association shall be indemnified out of the assets of the Association against any liability incurred by him 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 Association.

DISSOLUTION

68. Clause 8 of the Memorandum of Association relating to the winding up and dissolution of the Association shall have effect as if the provisions thereof were repeated in these Articles.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

H. P. CHADWYCK-HEALEY
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Journalist

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Organist

ARCHIBALD K. NICHOLSON
105 Gower Street
London WC

Artist

W. FOXLEY NORRIS
Dean of Westminster
The Deanery
Westminster
London SW

ALBERT BAILLIE
The Deanery
Windsor Castle

Dean of Windsor

Dated this 25th day of July 1930

Witness to the above Signatures

H. L. A. Green
College of St Nicolas
Chislehurst
Kent

Secretary