

COMPANY NO: 00867729

THE COMPANIES ACTS 1985 to 2006

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Memorandum of Association

OF

DIOCESAN TRUSTEES (OXFORD) LIMITED

- 1 The name of the Company (in this Memorandum for brevity called "the Corporation") is "**DIOCESAN TRUSTEES (OXFORD) LIMITED**".
- 2 The registered office of the Corporation will be situate in England
3. The objects for which the Corporation is established are
 - (A) To promote and assist the work and objects of the Church of England for the advancement of the Christian Religion and in furtherance of that object to accept and administer property of any kind and in any form whether real or personal to be held upon any religious or other charitable trusts whether already existing or newly created connected with the Church of England and to act as Trustee either alone or jointly upon any special religious or other charitable trusts or as bare or passive or custodian trustee of any such religious or other charitable trust or as executor or administrator of any deceased person leaving property to be held on religious or any other charitable trusts and also to act as Diocesan Authority for any Diocese of the Church of England
 - (B) To hold, sell, exchange, realise, invest, dispose of and deal with all or any of the real and personal property and things in action of any religious or other charitable trust, estate or concern of which the Corporation is trustee, executor or administrator or in which it holds any other office or position and to carry on, manage, sell, realise, dispose of and deal with any business venture or undertaking comprised in any such religious or other charitable trust, estate or concern
 - (C) To employ agents, experts and advisers of all kinds in doing all or any of the above things and to make such charges for the services provided by the Corporation or to perform any such services gratuitously as shall be deemed requisite
 - (D) To enter into agreements and co-operate with associations or societies or bodies of persons established for charitable purposes only in connection with the Church of England carrying out in the Diocese of Oxford or elsewhere any charitable objects similar to any of the objects of the Corporation, and to delegate any of its powers as may from time to time be provided by the Articles of Association, and also to appoint persons, whether members of the Corporation or not to serve on the Committee or managing body of any such charitable association or society, and also Managers, Trustees, Treasurers, Inspectors, Examiners, Local Administrators

and other officials of schools, colleges, mission rooms, parochial rooms, and other institutions, whether the same shall be held by or managed by the Corporation or not.

- (E) To pay officers, clerks and servants of the Corporation, to make payments for insurance on their behalf and to make provision for any person or the widow of any person who has been in the employment of the Corporation.
- (F) With the consent of the Diocesan Synod of every Diocese for which the Corporation is acting as Diocesan Authority or any other body of a similar character which may hereafter take the place of or take over the work of any such Synod to take over or co-operate with any organisation established for charitable purposes only other than those hereinbefore mentioned or referred to, carrying on any work connected with the Church of England in the said Diocese or any part thereof, or elsewhere.
- (G) To purchase, take on lease, or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Corporation may think necessary or convenient for the promotion of its objects, and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Corporation
- (H) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Corporation as may be thought expedient with a view to the promotion of its objects.
- (I) To borrow or raise money for the purposes of the Corporation on such terms and on such security as may be thought fit
- (J) To invest the moneys of the Corporation 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
- (K) To establish and support or aid in the establishment and support of any charitable association or institutions in any way connected with the Church of England and to subscribe or guarantee money for charitable purposes in any way connected with the Church of England
- (L) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

Provided that

- (i) The Corporation shall only deal with or invest property subject to any trusts in such manner as allowed by law, having regard to such trusts.

- (11) In case the Corporation shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or Secretary of State for Education and Skills, the Corporation 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 Trustees 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 Trustees have been if no incorporation had been effected, and the incorporation of the Corporation shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners or the Secretary of State for Education and Skills over such Trustees, 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,

4 The income and property of the Corporation, whencesoever derived, shall be applied solely towards the promotion of the objects of the Corporation as set forth in this Memorandum of Association or for the promotion of the charitable objects and purposes of the Church of England in any Diocese for which the Corporation is for the time being the Diocesan Authority, 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 Corporation. Provided always that no part of the net income of the Corporation after payment of outgoings shall be applied otherwise than for charitable and ecclesiastical purposes

5 The liability of the members is limited

6. Every member of the Corporation undertakes to contribute to the assets of the Corporation in the event of the same being wound up during the time that he is a member or within one year afterwards for payment of the debts and liabilities of the Corporation contracted before the time at which he ceased 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 amongst themselves, such amount as may be required not exceeding £1

7 If upon the winding up or dissolution of the Corporation 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 Corporation, but if and so far as effect can be given to the next provision shall be given or transferred to some other charitable institution or institutions having objects similar or cognate to the objects of the Corporation, and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Corporation under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Corporation at or before the time of dissolution, or in default thereof by such Judge of the High Court of Justice as may have or acquire jurisdiction in the

matter, and if and so far as effect cannot be given to such provision then to some charitable object in connection with the Church of England to be determined as aforesaid

[*Signatories*]

THE COMPANIES ACTS, 1985 to 2006

Articles of Association

OF

**DIOCESAN TRUSTEES (OXFORD)
LIMITED**

PRELIMINARY

1. For the purpose of registration the number of the members of Diocesan Trustees (Oxford) Limited (hereinafter called "the Corporation") is declared not to exceed 100 at the time of registration, but the Trustees may from time to time register an increase of members.

2 These Articles shall be construed with reference to the provisions of the Companies Acts, 1985 and 1989, and terms used in these Articles shall if not inconsistent with the subject or context be taken to have the same meanings as they have when used in those Acts or any statutory modification thereof for the time being in force.

3 The Corporation is established for the purposes expressed in the Memorandum of Association

MEMBERS

4. The following persons shall be qualified to be Members of the Corporation:

(A) The Lord Bishop for the time being of each Diocese (hereinafter called a "Participating Diocese") for which the Corporation is for the time being acting as Diocesan Authority for the purposes of the Parochial Church Councils (Powers) Measure 1921, the Parochial Church Councils (Powers) Measure 1956 or the Incumbents and Church Wardens (Trusts) Measure 1964 or any Measure amending or extending any such measure;

(B) Each Bishop for the time being acting as a Suffragan Bishop in any Participating Diocese,

(C) Each Archdeacon for the time being in every Participating Diocese,

(D) The Chairman for the time being of the Board of Finance or other body performing the functions of a Board of Finance of each Participating Diocese,

(E) Three other persons (of whom at least two shall be laypersons) representing each Archdeaconry (except the Archdeaconry of Oxford) in each Participating Diocese nominated by the Diocesan Synod of that Diocese, but the Archdeaconry of Oxford shall be represented by two persons (of whom at least one shall be a layperson)

(F) One representative nominated by the Council of Education or other body performing the functions of a Council of Education of each Participating Diocese; who must be a member of the appointing body.

(G) Not more than three persons who may be co-opted by the Trustees. Persons becoming members under paragraphs (A), (B), (C) and (D) of this Article are hereinafter called "ex-officio members".

5. A nominated representative member shall be deemed to have been nominated as a member for the term of three years from the date of nomination unless some shorter time shall be specified in the nomination but a nominated representative member shall, except in the case of death or resignation, be entitled to continue in office until his successor has been nominated. A Certificate signed by the Secretary or other officer of the relevant Diocesan Synod, or Council of Education (or of any other body performing the functions of such Council) as the case may be, delivered to the Secretary of the Corporation, as to the person or persons who have been nominated representative members and as to the term of their appointments respectively shall be conclusive evidence of the matters so certified.

6. Co-opted members shall be co-opted for a period of three years unless otherwise provided by the Trustees at the time of their co-option. Such members may be lay or clerical, but two-thirds at least of such co-opted members shall be laypersons.

7. Upon a vacancy in the number of the nominated representative or co-opted members occurring otherwise than by reason of the expiration of the term for which a member was elected or co-opted, such vacancy shall be filled by the Trustees, but the person appointed to fill the vacancy shall be appointed only for the residue of the period for which the person whose place he is to take was nominated or co-opted.

8. Every person qualified to be a member of the Corporation shall become a member upon signing either the Register of Members to be kept pursuant to Section 352 of the Companies Act, 1985, or a written consent to become a member.

9. Any member may resign his membership at any time by giving to the Secretary of the Corporation at least seven days' notice in writing of his intention to resign at the date stated in such notice.

A member (other than an ex-officio member) who is absent from all meetings of the Corporation for a period of fifteen months, shall forfeit his membership unless the Trustees shall otherwise resolve.

The membership of an ex-officio member shall lapse on his ceasing to hold the office by virtue of which he was a member, unless he be otherwise qualified, other than as a subscriber to the Memorandum of Association.

10 Every member, other than the ex-officio members, shall be eligible for re-election, re-nomination or re-co-option, as the case may be

GENERAL MEETINGS

11. The Corporation shall in each year hold a General Meeting as its Annual General Meeting 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 15 months shall elapse between the date of one Annual General Meeting of the Corporation and that of the next. So long as the Corporation holds its first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of incorporation or the following year. The Annual General Meeting shall be held at such time and place as the Trustees may determine. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

12 The Trustees may, whenever they think fit, convene an Extraordinary General Meeting. The Secretary may in cases of urgent necessity with the sanction of two Trustees, and shall upon a requisition made in writing and signed by any five or more members of the Corporation, or such smaller number as shall satisfy the requirements of Section 370 of the Companies Act, 1985, convene an Extraordinary General Meeting.

13 Any requisition made by members of the Corporation shall express the object of the meeting proposed to be called and shall be left at the registered office of the Corporation.

14. Upon the receipt of such requisition the Secretary shall forthwith proceed to convene an Extraordinary General Meeting, and if he does not convene the same within twenty one days from the date of receipt of such requisition the members making such requisition may themselves convene an Extraordinary General Meeting.

15. An Annual General Meeting and a meeting called for the passing of a Special Resolution shall be called by twenty one days' notice in writing and any other meeting of the Corporation shall be called by fourteen days' notice in writing. All such notices shall be exclusive both of the day on which they are served or deemed to be served and of the day for which the notices are given, and shall specify the place, the day and the hour of meeting, and in the case of special business the general nature of such business. Such notices shall be given in manner hereinafter mentioned to all members and other persons entitled to receive them but with the consent of all members entitled to receive notices thereof, or of such proportion thereof as is prescribed by the said Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those members may think fit. 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 proceeding had, at any meeting.

16. All business shall be deemed special that is transacted at an Extraordinary General Meeting and also all that is transacted at an Annual General Meeting with the exception of

the consideration of the accounts, balance sheets, and the reports of the Trustees and Auditors, the election of members of the Trustees and the appointment of, and the fixing of the remuneration of, the Auditors

17 At a General Meeting, unless the Corporation shall have already decided, five members personally present shall be a quorum, and no business shall be transacted at any General Meeting unless a quorum be present at such meeting.

18. If within half an hour of the time appointed for a meeting a quorum be not present the meeting shall be dissolved

19 At every General Meeting all matters which come under the consideration of such meeting (except such matters as must be dealt with by Special or Extraordinary Resolution, or as by the regulations, standing orders, or bye-laws of the Corporation for the time being in force, require some other majority) shall be decided by a simple majority of votes of the members personally present and voting

20 The Chairman of the Trustees shall preside as Chairman of every General Meeting. If the Chairman is not present at any meeting at the time appointed for holding the meeting and willing to preside, the members present shall choose one of their number to be Chairman. The Chairman of the meeting shall in case the votes at any General Meeting are equally divided be entitled to a second or casting vote. Such Chairman may with the consent of the meeting adjourn any meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left undisposed of at the meeting at which the adjournment took place.

21 (A) Every member, except as provided in Article 20, shall have one vote and one vote only, and votes shall in all cases be given personally and not by proxy

(B) At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chairman or by at least three members present, or by a member or members present and representing one-tenth of the total voting rights of all the members having the right to vote at the meeting, and unless a poll be so demanded 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 Corporation 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.

(C) 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.

(D) No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.

22. The Corporation may from time to time make, vary and repeal regulations, standing orders and bye-laws for the regulation and conduct of the business and affairs of the Corporation, its officers, servants and the members or any section thereof, but so that such regulations, standing orders and bye-laws shall not be inconsistent with the regulations of the Corporation contained in its Memorandum and Articles of Association, or amount to such an addition to or alteration of the Articles of Association as could only legally be made by Special Resolution. Provided that in case there shall at any time be any conflict between the Articles of Association and the standing orders and bye-laws, the provisions of the Articles of Association shall prevail.

23. The Corporation may from time to time appoint and remove any persons as Trustees or in any other capacity not involving executive authority for the purpose of strengthening the Corporation as a whole, and may direct that any subscribers or other persons promoting the work of the Corporation may, without being members of the Corporation, be associated therewith under any designation that may seem fit

TRUSTEES

24 The Trustees of the Corporation shall be all the members of the Corporation (other than those in membership category (B)) to which may be added not more than two persons from time to time co-opted by the Trustees and who need not be members of the Corporation

POWERS OF THE TRUSTEES

25 The business of the Corporation shall be managed by the Trustees who may pay all such expenses of and preliminary and incidental to the promotion, formation, establishment and registration of the Corporation as they think fit and may exercise all such powers of the Corporation and do on behalf of the Corporation all such acts as may be exercised and done by the Corporation, and as are not by Statute or by these presents required to be exercised or done by the Corporation in General Meeting, subject nevertheless to any regulations of these presents, to the provisions of the Statutes for the time being in force and affecting the Corporation, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Corporation in General Meeting

26. The members for the time being of the Trustees may act notwithstanding any vacancy in their number provided always that in case the elected members of the Trustees shall at any time be or be reduced in number to less than the number prescribed by these presents, it shall be lawful for the Trustees to act for the purpose of filling casual vacancies in the elected members or of summoning a General Meeting but not for any other purpose

27. The Trustees shall have power to fill casual vacancies among the elected members, the persons so appointed to hold office for the remainder of the period of office of the other elected members then in office.

28. The Trustees shall have power to appoint Committees, at least two-thirds of whose members shall be members of the Corporation, and may make bye-laws or rules for the government of such committees, and the Trustees may delegate to any such committee any of their powers, and every such committee shall in all things conform to the bye-laws or rules that may for the time being be imposed by the Trustees.

29. The Trustees shall provide a Common Seal for the Corporation, and the said seal shall be used in relation to the business or affairs of the Corporation as the Trustees shall decide, and any document bearing the seal of the Corporation and purporting to be attested by one member of the Trustees, and by the Secretary, shall, in the absence of proof to the contrary, be deemed to be duly sealed by the Corporation.

30. The office of a member of the Trustees shall be vacated -

- (A) If a receiving order is made against him or he makes any arrangement or composition with his creditors.
- (B) If he becomes of unsound mind.
- (C) If (not being a co-opted member) he ceases to be a member of the Corporation.
- (D) If by notice in writing to the Corporation he resigns his office
- (E) If he is removed from office by a resolution duly passed pursuant to Section 303 of the Companies Act, 1985
- (F) If he is disqualified from serving by virtue of the provisions of the Charities Act 1993.

Section 293 of the Companies Act, 1985 shall not apply to the Corporation and none of the members of the Trustees shall be required to retire on attaining the age of 70 or any other age.

TREASURER AND SECRETARY

31. The Trustees shall appoint some person to be Secretary and Treasurer of the Corporation or two persons to be the Secretary and the Treasurer as they shall think fit. Such appointments shall be made for such period, at such remuneration (if any) and upon such conditions as they think fit and any person so appointed may be removed by the Trustees. They may from time to time by resolution appoint an assistant or deputy secretary and any person so-appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting. A member of the Trustees may be appointed to any such office but he shall not be entitled to receive any remuneration therefor.

PROCEEDINGS OF THE TRUSTEES

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

33 The Trustees may from time to time elect a Chairman who shall be entitled to preside at all meetings of the Trustees at which he or she shall be present and may determine for what period he or she shall hold office.

34 The Trustees may from time to time elect a Vice-Chairman who shall be entitled, in the absence or at the request of the Chairman, to preside at all meetings of the Trustees at which he or she shall be present and may determine and act out of meeting for what period he or she shall hold office.

35 The Chairman (or if he or she shall be unavailable) the Vice-Chairman may make decisions on behalf of the Trustees in case of need between their meetings provided always that such decisions shall be reported to the next meeting of the Trustees.

36 If at any meeting neither the Chairman nor the Vice-Chairman are present within ten minutes from the time appointed for holding the meeting and willing to preside, the members of the Trustees present shall choose one of their number to chair the meeting.

37 All acts *bona fide* done by any meeting of the Trustees or of any Committee thereof or by any person acting as a member of the Trustees, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member 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 and was qualified to be a member of the Trustees.

38 A resolution in writing signed by all the members for the time being of the Trustees or of any committee thereof who are entitled to receive notice of a meeting of the Trustees or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Trustees or of such committee duly convened and constituted.

ACCOUNTS

39 All the provisions (so far as applicable to the Corporation) of Sections 221 to 245 of the Companies Act, 1985 relating to accounts and audit shall be duly observed.

40 All moneys received by the Corporation shall be regularly paid into a banking account or banking accounts to be kept in the name of the Corporation. All cheques on the said banking accounts shall be signed as may from time to time be directed by the Trustees.

Annual Report

41. The Board shall comply with its obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Commissioners.

Annual Return

42. The Board shall comply with its obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Commissioners

GENERAL

43. The Trustees shall cause minutes to be made of the proceedings at any meeting of the Corporation, the Trustees and of any Committee, and shall at all times cause a Register to be kept of the members with their respective last known places of abode

44. A notice may be served by the Corporation 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. Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Corporation 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, only members described in the register of members by an address within the United Kingdom shall be entitled to receive notices. Any notice, if served by post, shall be deemed to have been served on the fourth 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 office as a prepaid letter