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COMPANIES HOUSE

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CERTIFIED AS A TRUE AND  
CORRECT COPY OF THE  
MEMORANDUM OF ASSOCIATION

M. J. Hall  
MRS R J HALL  
COMPANY SECRETARY

THE COMPANIES ACTS 1948 AND 1967

COMPANY LIMITED BY GUARANTEE

## Memorandum of Association

OF

## ALLCHURCHES TRUST LIMITED

(As amended by a Special Resolution passed 26<sup>th</sup> July 2007)

1. The name of the Company is "ALLCHURCHES TRUST LIMITED".

2. The registered office of the Company will be situate in England.

3. The objects for which the Company is established are:—

(1) To promote the Christian Religion.

(2) To contribute to the funds of any charitable institutions associations funds or objects and to carry out any charitable purpose.

To promote  
Christian  
Religion  
To make  
charitable  
contributions

And in furtherance of such objects but not otherwise the Company shall have the following powers:—

(A) To take, or otherwise acquire (whether for cash or any other consideration including securities other than shares of the Company) and hold shares in any other company having objects altogether or in part similar to those of this Company, or carrying on business capable of being conducted so as directly or indirectly by its profits or otherwise to benefit this Company and for such purpose to make offers to or concur in any scheme or arrangement involving the shareholders generally of such other company.

- |   |   |
|---|---|
| To accept gifts   | (B) To take any gift or loan of property, whether subject to any special trust or not, for any one or more of the objects of the Company.   |
| To procure contributions                                | (C) To take such steps by personal or written appeals, public meetings, or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Company in the shape of donations, annual subscriptions, or otherwise.  |
| To acquire property                                     | (D) To purchase, take on lease or in exchange, hire or otherwise acquire any real and personal estate which may be deemed necessary or convenient for any of the purposes of the Company.   |
| To construct buildings                                  | (E) To construct, maintain, and alter any houses, buildings, or works necessary or convenient for the purposes of the Company.  |
| To acquire and hold investments                         | (F) To acquire and hold either in the name of the Company or in that of any nominee shares, stocks, debentures, debenture stock, bonds, notes, obligations and securities issued or guaranteed by any company wherever incorporated or carrying on business and debentures, debenture stock, bonds, notes, obligations and securities issued or guaranteed by any government, sovereign ruler, commissioners, public body or authority, supreme, dependent, municipal, local or otherwise in any part of the world.   |
| Methods of acquiring investments                        | (G) To acquire any such shares, stock, debentures, debenture stock, bonds, notes, obligations, or securities by original subscription, contract, tender, purchase, exchange, underwriting, participation in syndicates or otherwise, and whether or not fully paid up, and to subscribe for the same subject to such terms and conditions (if any) as may be thought fit.   |
| To exercise rights incident to ownership of investments | (H) To exercise and enforce all rights and powers conferred by or incident to the ownership of any such shares, stock, obligations or other securities including without prejudice to the generality of the foregoing all such powers of veto or control as may be conferred by virtue of the holding by the Company of some special proportion of the issued or nominal amount thereof and to provide managerial and other executive, supervisory and consultant services for or in relation to any company in which the Company is interested upon such terms as may be thought fit |
| To raise money  | (I) To raise and borrow money by and to acquire any real or personal property in consideration of the issue of  |

loan stock, debentures, debenture stock, bonds, obligations, deposit notes, and otherwise howsoever and to underwrite any such issue and to invest the money so raised and borrowed.

- (J) To vary the investments of the Company.

To vary investments
- (K) To mortgage or charge all or any part of the property and rights of the Company.

To mortgage property
- (L) To make advances upon, hold in trust, issue on commission, sell or dispose of any of the investments aforesaid, and to act as agent for any of the above or the like purposes.

To deal with investments
- (M) To print and publish any newspapers, periodicals, books or leaflets that the Company may think desirable for the promotion of its objects.

To print papers etc.
- (N) To sell, improve, manage, develop, lease, mortgage, dispose of, or otherwise deal with all or any part of the property of the Company.

To deal with property
- (O) To undertake and execute any trusts which may further all or any of the objects of the Company.

To undertake trusts
- (P) To make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their widows and other dependants.

To provide provisions
- (Q) To promote, establish and support, and to aid in the establishment and support of, any other charitable companies, institutions, societies, trusts or associations formed for all or any of the objects of this Company.

To support similar associations
- (R) To amalgamate with any charitable companies, institutions, societies, trusts or associations having objects altogether or in part similar to those of this Company.

To amalgamate
- (S) To purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the companies, institutions, societies, trusts or associations with which this Company is authorised to amalgamate.

To acquire property of other associations
- (T) To transfer all or any part of the property, assets, liabilities and engagements of this Company to any one or more of the charitable companies, institutions, societies, trusts or associations with which this Company is authorised to amalgamate.

To transfer property

To  
indemnify  
directors

(U) To provide indemnity insurance for the directors or any other officer of the Company in relation to any such liability as is mentioned in paragraph (i) below, but subject to the restrictions specified in paragraph (ii) below

(i) The liabilities referred to above are

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

(b) The liability to make a contribution to the Company's assets as specified in section 214 of the Insolvency Act 1986 (wrongful trading)

(ii)(a) The following liabilities are excluded from paragraph (i)(a)

(i) fines imposed in criminal proceedings or penalties incurred as a result of non-compliance with regulatory requirements,

(ii) costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud, dishonesty or wilful or reckless misconduct of the Director or other officer,

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

(ii)(b) There is excluded from paragraph (i)(b) any liability to make such a contribution where the basis of the Director's liability is his or her knowledge prior to the insolvent liquidation of the Company (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Company would avoid going into insolvent liquidation

(V) To sell all or any part of the property or assets of the Company for such consideration as the Company may think fit

General  
powers

(W) To do all such other lawful things as will further the attainment of all or any of the objects of the Company

No profits  
by  
members

4 The income and property of the Company whencesoever derived shall be applied solely towards the promotion of the objects of the Company 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 the members PROVIDED that nothing herein shall prevent the payment, in good faith of reasonable and proper remuneration to any officer or servant of the Company or to any member in return for any service actually rendered to the Company nor prevent the payment of interest at a rate not exceeding eight per cent per annum on money lent, or reasonable and proper rent from premises demised or let by any member to the Company nor prevent the payment or provision of reasonable and proper consideration for any real or personal property conveyed or transferred by any member to the Company but so that no director shall be appointed to any salaried office of the Company or any office of the Company paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Company to any director except repayment of out of pocket expenses and interest at the rate aforesaid on money lent, or reasonable and proper rent for premises demised or let to the Company or the payment of any premiums in connection with any indemnity insurance for any director provided in accordance with, and subject to restrictions in, paragraph 3(U) Notwithstanding the foregoing (A) a member or director may be appointed to and may be the holder of an office of any subsidiary of the Company or any other company in which the Company holds shares and be paid salary or fees provided that (i) such salary or fees shall be approved by the Company in general meeting and (ii) there shall not at any time be more than one half of the Members holding such office (B) a member or director may enter into any contract with any such subsidiary or other company on reasonable and proper terms and in particular may enter into contracts of insurance whether with or without profits on terms substantially equivalent to those available to policyholders generally

Limited  
liability

5 The liability of the members is limited

Liability to  
extent of  
guarantee

6 Every member of the Company undertakes to contribute to the assets of the Company, 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 Company 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 one pound

7 If upon the winding up or dissolution of the Company 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 Company, but shall be given or transferred to some other charitable institution or institutions, having objects similar to the objects of the Company, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Company at or before the time of dissolution, and if and so far as effect cannot be given to such provision then to some charitable object

Surplus on  
winding up

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

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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

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MICHAEL CANTUAR,  
Lambeth Palace, S.E. 1.  
*Archbishop of Canterbury*

DONALD EBOR,  
Bishopthorpe Palace,  
York.  
*Archbishop of York*

RONALD MONTAGUE JOSEPH HARRIS,  
Slyfield Farm House,  
Stoke D'Abernon,  
Cobham, Surrey.  
*First Church Estates Commissioner*

JOHN ARTHUR GUILLUM SCOTT,  
Church House,  
Dean's Yard,  
Westminster, S.W.1.  
*Secretary General, General Synod of the Church of England.*

DAVID ALFRED CHICHELEY BLUNT,  
21, Sim Balk Lane,  
Bishopthorpe,  
York  
*Lay Chaplain to The Archbishop of York.*

MARTIN GLOSTER SULLIVAN,  
The Deanery,  
St Paul's, E.C.4.  
*Dean of St. Paul's*

ARTHUR CYRIL SMITH,  
Algarkirk Rectory,  
Boston,  
Lincs.  
*Archdeacon of Lincoln.*

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DATED the 11th day of February, 1972

WITNESS to the above signatures: —

MARY WYLES,  
45 Sheen Court,  
Richmond,  
Surrey.  
*Secretary*

THE COMPANIES ACTS 1948 AND 1967

COMPANY LIMITED BY GUARANTEE

CERTIFIED AS A TRUE AND  
CORRECT COPY OF THE  
ARTICLES OF ASSOCIATION  
R J Hall  
MRS R J HALL  
COMPANY SECRETARY

# Articles of Association

OF

## ALLCHURCHES TRUST LIMITED

(As amended by a Special Resolution passed 26<sup>th</sup> July 2007)

### INTERPRETATION

1. In these articles:

Definitions

“the Act” means the Companies Act 1948.

“the seal” means the common seal of the Company.

“secretary” means any person appointed to perform the duties of the secretary of the Company.

“the United Kingdom” means Great Britain and Northern Ireland.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.

Unless the context otherwise requires, words or expressions contained in these articles shall bear the same meanings as in the Act or any statutory modification thereof in force at the date at which these articles become binding on the Company.

The marginal notes shall not affect the construction hereof.

## MEMBERS

Number 2. The number of members with which the Company proposes to be registered is 50, but the directors may from time to time register an increase of members.

Admittance 3. (A) The subscribers to the memorandum of association and such other individuals as the Company by ordinary resolution shall admit to membership shall be members of the Company.

(B) A person shall cease to be a member:—

(i) upon his death

(ii) upon a Receiving Order being made against him or upon his making any arrangement or composition with his creditors

(iii) upon his becoming of unsound mind

(iv) upon his by notice in writing to the Company resigning his membership

No personal representative trustee or receiver of any member shall have any right as such to become a member or to exercise any voting or other rights of membership.

## GENERAL MEETINGS

General meetings

4. The Company 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 fifteen months shall elapse between the date of one annual general meeting of the Company and that of the next. Provided that so long as the Company holds its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such time and place as the directors shall appoint.

Extraordinary general meetings

5. All general meetings other than annual general meetings shall be called extraordinary general meetings.

Calling of meetings

6. The directors may, whenever they think fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as provided by section 132 of the



Act. If at any time there are not within the United Kingdom sufficient directors capable of acting to form a quorum, any director or any two members of the Company may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the directors.

### NOTICE OF GENERAL MEETINGS

7. 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 at the least, and a meeting of the Company other than an annual general 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 on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under the articles of the Company, entitled to receive such notices from the Company

Provided that a meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in this article be deemed to have been duly called if it is so agreed

- (a) in the case of a meeting called as the annual general meeting by all the members entitled to attend and vote thereat; and
- (b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together representing not less than ninety-five per cent. of the total voting rights at that meeting of all the members.

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

### PROCEEDINGS AT GENERAL MEETINGS

9. 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 declaring a dividend,

the consideration of the accounts, balance sheets, and the reports of the directors and auditors, the election of directors in the place of those retiring and the appointment of, and the fixing of the remuneration of the auditors.

**Quorum**

10. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided, three members present in person shall be a quorum.

**Failure to  
obtain  
quorum**

11. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of 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 to such other day and at such other time and place as the directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall be a quorum.

**Chairman**

12. The chairman, if any, of the board of directors shall preside as chairman of every general meeting of the Company, or if there is no such chairman, or if he shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act the directors present shall elect one of their number to be chairman of the meeting.

**Election by  
members**

13. If at any meeting no director is willing to act as chairman or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be chairman of the meeting.

**Adjournment**

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

**Voting on  
resolutions**

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

(a) by the chairman; or

- (b) by at least three members present in person or by proxy; or
- (c) by any member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

Unless a poll be so demanded a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously or by a particular majority, or lost and an entry to that effect in the book containing the minutes of proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.

Declaration  
of chairman  
conclusive

16. Except as provided in article 18, if a poll is duly demanded it shall be taken in such manner as the chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

Taking a  
poll

17. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.

Casting  
vote

18. A poll demanded on the election of a chairman or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll

When poll  
to be taken

19. Subject to the provisions of the Act a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at general meetings shall be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held.

Validation  
of resolution  
not passed  
at a meeting  
duly convened

20. Every member shall have one vote.

Votes

21. No member shall be entitled to vote at any general meeting unless all monies presently payable by him to the Company have been paid.

Money owing  
to Company

22. On a poll votes may be given either personally or by proxy

Proxy

23. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing. A proxy need not be a member of the Company.

Instrument  
of proxy

Deposit of  
instrument

24. The instrument appointing a proxy and the power of 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 Company or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting, not less than forty-eight 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 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.

## Forms

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

"ALLCHURCHES TRUST LIMITED.

"I ,  
 "of ,  
 "being a member of the above named Company, hereby appoint  
 "of ,  
 "or failing him ,  
 "of ,  
 "as my proxy to vote for me on my behalf at the annual  
 "[extraordinary] general meeting of the Company to be held  
 "on the                      day of  
 "and at any adjournment thereof.

SIGNED this                      day of                      ".

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

"ALLCHURCHES TRUST LIMITED.

"I ,  
 "of ,  
 "being a member of the above named Company, hereby appoint  
 "of ,  
 "or failing him ,  
 "of ,  
 "as my proxy to vote for me on my behalf at the annual [extra-  
 "ordinary] general meeting of the Company to be held on the



## POWERS AND DUTIES OF DIRECTORS

Management by  
directors

32. The business of the Company shall be managed by the directors, who may pay all expenses incurred in promoting and registering the Company, and may exercise all such powers of the Company as are not, by the Act or by these articles, required to be exercised by the Company in general meeting, subject nevertheless to the provisions of the Act or these articles and to such regulations, being not inconsistent with the aforesaid provisions as may be prescribed by the Company in general meeting shall invalidate any prior act of the directors which would have been valid if that regulation had not been made.

Attorney

33. The directors may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the directors, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the directors under these articles) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the directors may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.

Cheques,  
bills, etc

34. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Company, shall be signed, drawn, accepted, indorsed, or otherwise executed, as the case may be, in such manner as the directors shall from time to time by resolution determine.

Minutes

35. The directors shall cause minutes to be made in books provided for the purpose.—

- (a) of all appointments of officers made by the directors;
- (b) of the names of the directors present at each meeting of the directors and of any committee of the directors;
- (c) of all resolutions and proceedings at all meetings of the Company, and of the directors, and of committees of directors;

and every director present at any meeting of directors or committee of directors shall sign his name in a book to be kept for that purpose.

## DISQUALIFICATION OF DIRECTORS

36. The office of director shall be vacated if the director Disqualification
- (a) without the consent of the Company in general meeting holds any office of profit under the Company; or
  - (b) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
  - (c) becomes prohibited from being a director by reason of any order made under Section 188 of the Act; or
  - (d) becomes of unsound mind; or
  - (e) resigns his office by notice in writing to the Company; or
  - (f) ceases to be a director by virtue of Section 185 of the Act;
  - (g) is directly or indirectly interested in any contract with the Company and fails to declare the nature of his interest in manner required by Section 199 of the Act.

## ROTATION OF DIRECTORS

37. At the first annual general meeting of the Company all the Rotation directors shall retire from office, and at the annual general meeting in every subsequent year one-third of the directors for the time being, or, if their number is not three or a multiple of three, then the number nearest one-third, shall retire from office.

38. The directors to retire in every year shall be those who have Retirement of directors been longest in office since their last election, but as between persons who became directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

39. A retiring director shall be eligible for re-election. Eligible for re-election

40. The Company at the meeting at which a director retires Re-election in manner aforesaid may fill the vacated office by electing a person thereto, and in default the retiring director shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such director shall have been put to the meeting and lost.

41. No person other than a director retiring at the meeting shall New director unless recommended by the directors be eligible for election to the office of director at any general meeting unless, not less than three

nor more than twenty-one days before the date appointed for the meeting, there shall have been left at the registered office of the Company notice in writing, signed by a member duly qualified to attend 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 that person of his willingness to be elected.

Increase or  
reduction  
of number

42. The Company may from time to time by ordinary resolution increase or reduce the number of directors, and may also determine in what rotation the increased or reduced number is to go out of office.

Appointment of  
director

43. The directors shall have power at any time, and from time to time, to appoint any person to be a director, either to fill a casual vacancy or as an addition to the existing directors, but so that the total number of directors shall not at any time exceed the number fixed in accordance with these articles. Any director 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 directors who are to retire by rotation at such meeting.

Removal of  
director

44. The Company may by ordinary resolution, of which special notice has been given in accordance with Section 142 of the Act, remove any director before the expiration of his period of office notwithstanding anything in these articles or in any agreement between the Company and such director. Such removal shall not entitle such director to any claim for damages for breach of any contract of service between him and the Company.

Appointment  
of director  
in place of  
one removed

45. The Company may by ordinary resolution appoint another person in place of a director removed from office under the immediately preceding article. Without prejudice to the powers of the directors under article 43 the Company in general meeting may appoint any person to be a director either to fill a casual vacancy or as an additional director. The person appointed to fill such a vacancy shall be subject to retirement at the same time as if he had become a director on the day on which the director in whose place he is appointed was last elected a director.

## PROCEEDINGS OF DIRECTORS

Meetings of  
directors

46. The directors may meet together for the despatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a



majority of votes. In the case of an equality of votes the chairman shall have a second or casting vote. A director may, and the secretary on the requisition of a director shall, at any time summon a meeting of the directors. It shall not be necessary to give notice of a meeting of directors to any director for the time being absent from the United Kingdom.

47. The quorum necessary for the transaction of the business of the directors may be fixed by the directors, and unless so fixed shall be two. Quorum

48. The continuing directors may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to the articles of the Company as the necessary quorum of directors, the continuing directors or director may act for the purpose of increasing the number of directors to that number, or of summoning a general meeting of the Company, but for no other purpose. Vacancies

49. The directors may elect a chairman of their meetings and determine the period for which he is to hold office; but, if no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the directors present may choose one of their number to be chairman of the meeting. Chairman

50. The directors may delegate any of their powers to committees consisting of such member or members of their body as they think fit: any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the directors. Delegation of powers

51. A committee may elect a chairman of its meetings; if no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to be chairman of the meeting. Chairman of committee

52. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the chairman shall have a second or casting vote. Meetings of committee

53. All acts done by any meeting of the directors or of a committee of directors, or by any person acting as a director, shall notwithstanding that it be afterwards discovered that there was some Validity of acts

defect in the appointment of any such director 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 and was qualified to be a director.

Validation of  
resolution

54. A resolution in writing, signed by all the directors for the time being entitled to receive notice of a meeting of the directors, shall be as valid and effectual as if it had been passed at a meeting of the directors duly convened and held.

### SECRETARY

Secretary

55. The secretary shall be appointed by the directors 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.

Same person  
not to act as  
secretary and  
Director

56. A provision of the Act or these articles requiring or authorising a thing to be done by or to a director and the secretary shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, the secretary.

### THE SEAL

Seal

57. The directors shall provide for the safe custody of the seal, which shall only be used by the authority of the directors or of a committee of the directors authorised by the directors in that behalf, and every instrument to which the seal shall be affixed shall be signed by a director and shall be countersigned by the secretary or by a second director or by some other person appointed by the directors for the purpose

### ACCOUNTS

Proper accounts  
to be kept

58. The directors shall cause proper books of account to be kept with respect to:—

- (a) all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place;
- (b) all sales and purchases of goods by the Company; and
- (c) the assets and liabilities of the Company.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Company's affairs and to explain its transactions.

59. The books of account shall be kept at the registered office of the Company, or, subject to Section 147 (3) of the Act, at such other place or places as the directors think fit, and shall always be open to the inspection of the directors.

Books to be kept at registered office

60. The directors 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 Company or any of them shall be open to the inspection of members not being directors, and no member (not being a director) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the directors or by the Company in general meeting.

Inspection

61. The directors shall from time to time in accordance with Sections 148, 150 and 157 of the Act, cause to be prepared and to be laid before the Company in general meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections.

Profit and loss accounts and balance sheet

62. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in general meeting, together with a copy of the auditor's report, shall not less than twenty-one days before the date of the meeting be sent to every member of, and every holder of debentures of, the Company. Provided that this article shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any debentures.

Copies for members

63. Auditors shall be appointed and their duties regulated in accordance with Sections 159 to 162 of the Act

Auditors

## NOTICES

64. A notice may be given by the Company to any member either personally or by sending it by post to him or to his registered address, or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Company for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of twenty-four hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

Service of notices

Who is  
entitled to  
notice of  
general  
meeting

65 Notice of every general meeting shall be given in any manner hereinbefore authorised to -

- (a) every member except those members who (having no registered address within the United Kingdom) have not supplied to the Company an address within the United Kingdom for the giving of notice to them, and
- (b) the auditor for the time being of the Company

Indemnity to  
directors

66 The Company shall indemnify every person who is or was a director or other officer of the Company (other than any person (whether or not an officer of the Company) engaged by the Company as auditor) against any liability incurred by such person in that capacity in the case of a director or former director, only to the extent permitted by section 309A of the Companies Act 1985

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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

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MICHAEL CANTUAR,  
Lambeth Palace, S E 1  
*Archbishop of Canterbury*

DONALD EBOR,  
Bishopthorpe Palace,  
York  
*Archbishop of York*

RONALD MONTAGUE JOSEPH HARRIS,  
Slyfield Farm House,  
Stoke D'Abernon,  
Cobham, Surrey  
*First Church Estates Commissioner*

JOHN ARTHUR GUILLUM SCOTT,  
Church House,  
Dean's Yard,  
Westminster, S W 1  
*Secretary General, General Synod of the Church of England*

DAVID ALFRED CHICHELEY BLUNT,  
21, Sim Balk Lane,  
Bishopthorpe,  
York  
*Lay Chaplain to The Archbishop of York*

MARTIN GLOSTER SULLIVAN,  
The Deanery,  
St Paul's, E C 4  
*Dean of St Paul's*

ARTHUR CYRIL SMITH,  
Algarkirk Rectory,  
Boston,  
Lincs  
*Archdeacon of Lincoln*

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DATED the 11th day of February, 1972

WITNESS to the above signatures —

MARY WYLES,  
45 Sheen Court,  
Richmond,  
Surrey  
*Secretary*