

ALLCHURCHES TRUST LIMITED

Company No. 1043742

CERTIFIED COPY OF A SPECIAL RESOLUTION PASSED ON 16TH JULY 2009

At the Annual General Meeting of Allchurches Trust Limited held at Church House, Dean's Yard, Westminster, London SW1P 3NZ on Thursday, 16th July 2009 at 12.15 pm, the following resolution was passed as a Special Resolution:

THAT the Articles of Association produced to the meeting and initialled by the Chairman of the meeting for the purpose of identification be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association.

For and on behalf on
Allchurches Trust Limited



Rachael J Hall
Company Secretary

WEDNESDAY



APGZUBRA

A50

22/07/2009

228

COMPANIES HOUSE

THE COMPANIES ACTS 1985 AND 2006

COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION
OF
ALLCHURCHES TRUST LIMITED

(As adopted by a Special Resolution passed 16th July 2009)

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

M. J. Hall
MRS R. J. HALL
COMPANY SECRETARY

INTERPRETATION

1. In these articles:

"the 1985 Act" means the Companies Act 1985.

"the 2006 Act" means the Companies Act 2006.

"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 Statutes" means the 1985 Act, the 2006 Act and every other statute, including any orders, regulations, rules or other subordinate legislation made under it, for the time being in force concerning companies and affecting the Company;

"in writing" written or produced by any substitute for writing, or partly written and partly so produced and includes references to any method of representing or reproducing words in a legible and non-transitory form whether sent or supplied in electronic form or otherwise.

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

MEMBERS

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.
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

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. The annual general meeting shall be held at such time and place as the directors shall appoint.
5. The directors may whenever they think fit, convene a general meeting.

NOTICE OF GENERAL MEETINGS

6. Notice must be given for any general meeting in accordance with the Statutes.
7. 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

8. All business shall be deemed special that is transacted at a general meeting, with the exception of the following business if conducted at an annual general meeting: 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 (or the determination of the manner in which such remuneration is to be fixed), unless the Statutes require special notice of such resolution.
9. 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.
10. 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.
11. 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.
12. 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.
13. 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.
14. 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.

- 15. 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.
- 16. 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.
- 17. 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.
- 18. Subject to the provisions of the Statutes 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.
- 19. Every member shall have one vote.
- 20. No member shall be entitled to vote at any general meeting unless all monies presently payable by him to the Company have been paid.
- 21. On a poll or on a show of hands votes may be given either personally or by proxy.
- 22. 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.
- 23. 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. In calculating the periods mentioned in this article, the directors may specify, in any case, that no account shall be taken of any part of a day that is not a working day.

24. 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 _____ .

25. 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 [extraordinary] general meeting of the Company to be held on the _____ day of _____ and at any adjournment thereof.

SIGNED this _____ day of _____."

This form is to be used *in favour of the resolution.

against

Unless otherwise instructed, the proxy will vote as he thinks fit. *Strike out whichever is not desired."

26. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
27. 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 Company at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

DIRECTORS

28. The number of the directors and the names of the first directors shall be determined in writing by the subscribers of the memorandum of association or a majority of them.
29. The directors shall be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the directors or any committee of the directors or general meetings of the Company or in connection with the business of the Company.

BORROWING POWERS

30. The directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any third party.

POWERS AND DUTIES OF DIRECTORS

31. 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 Statutes or by these articles, required to be exercised by the Company in general meeting, subject nevertheless to the provisions of the Statutes 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.
32. 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.
33. 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.
34. 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

35. The office of director shall be vacated if the director
- (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 the Statutes; 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 165 of the 2006 Act; or
- (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 the Statutes.

ROTATION OF DIRECTORS

- 36. At each annual general meeting 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.
- 37. The directors to retire in every year shall be those who have been longest in office since their last election, but as between persons directors who became directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
- 38. A retiring director shall be eligible for re-election.
- 39. The Company at the meeting at which a director retires 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.
- 40. No person other than a director retiring at the meeting shall 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.
- 41. 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.

42. 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.
43. The Company may by ordinary resolution of which special notice has been given in accordance with the 2006 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.
44. 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

45. 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.
46. 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.
47. 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.
48. 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.

49. 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.
50. 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.
51. 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.
52. 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 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.
53. 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.

DECLARATIONS OF INTEREST

54. A director must declare the nature and extent of any interest, direct or indirect, which s/he has in a proposed transaction or arrangement with the Company or in any transaction or arrangement entered into by the Company which has not previously been declared. A director must absent himself or herself from any discussions of the directors in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Company and any personal interest (including, but not limited to, any personal financial interest).

CONFLICT OF INTEREST

55. If a conflict of interests arises for a director because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the memorandum or these articles, the unconflicted directors may authorise such a conflict of interests where the following conditions apply:

- (a) the conflicted director is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;
- (b) the conflicted director does not vote on any such matter and is not to be counted when considering whether a quorum of directors is present at the meeting; and
- (c) the unconflicted directors consider it is in the interests of the Company to authorise the conflict of interest in the circumstances applying.

SECRETARY

56. 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.

THE 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

58. The accounting records shall be kept at registered office of the Company or, subject to the Statutes, at such other place or places as the directors think fit, and shall always be open to the inspection of the officers of the Company.
59. 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.

NOTICES

60. (A) Subject to the Articles, anything sent or supplied by or to the Company under the Articles may be sent or supplied in any way in which Act provides

for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Company.

- (B) Any notice, document or other information served, sent or supplied by the Company:
 - (i) by post to an address in the UK and where the Company can show that it was properly addressed, prepaid and posted, shall be deemed to have been received 24 hours after it was posted, and in any other case at the time at which it would have been delivered in the ordinary course of the post;
 - (ii) using electronic means shall be deemed to have been received on the day on which it was sent, whether or not the Company subsequently sends a hard copy of such notice, document or information by post.
- (C) Subject to the Articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.
- (D) A director may agree with the Company that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

61. 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

62. (A) Subject to paragraph (B), a relevant officer of the Company shall be indemnified out of the Company's assets against:
- (i) any liability incurred by that officer in connection with any negligence, default, breach of duty or breach of trust in relation to the Company or an associated company,
 - (ii) any liability incurred by that officer in connection with the activities of the Company or an associated company in its capacity as a

trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006),

- (iii) any other liability incurred by that officer as an officer of the Company.
- (B) This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Act 2006 or by any other provision of law.
- (C) In this article:
 - (i) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and
 - (ii) a "relevant officer" means any director, former director or other officer of the Company (but not its auditor).

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

MICHAEL CANTUAR
Lambeth Palace SE1
Archbishop of Canterbury

DONALD EBOR
Bishophthorpe 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 SW1
Secretary General, General Synod of the Church of England

DAVID ALFRED CHICHELEY BLUNT
21 Sim Balk Lane
Bishophthorpe

York

Lay Chaplain to The Archbishop of York

MARTIN GLOSTER SULLIVAN

The Deanery

St. Paul's, EC4

Dean of St. Paul's

ARTHUR CYRIL SMITH

Algarkirk Rectory

Boston

Lincs

Archdeacon of Lincoln

DATED the 11th day of February, 1972

WITNESS to the above signatures:

MARY WYLES

45 Sheen Court, Richmond, Surrey

Secretary