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COMPANIES HOUSE

The Companies Acts 1985 and 1989

limited by Guarantee and not having a Share Capital

Articles of Association of SALT AND LIGHT MINISTRIES

INTERPRETATION

1. In these articles:

"the Charity" means the company intended to be regulated by these articles;

"the Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force;

"the articles" means these Articles of Association of the Charity;

"clear days" in relation to the period of a notice means the period excluding the day when the notice is *given* or deemed to be *given* and the day for which it is *given* or on which it is to take effect;

"executed" includes any mode of execution;

"the memorandum" means the memorandum of association of the Charity;

"office" means the registered office of the Charity;

"the seal" means the common seal of the Charity if it has one;

"secretary" means the secretary of the Charity or any other person appointed to perform the duties of the secretary of the Charity, including a joint, assistant or deputy secretary;

"the trustees" means the directors of the Charity (and "trustee" has a corresponding meaning);

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

words importing the masculine gender only shall include the feminine gender and words importing the singular number shall include the plural and *vice versa* where the context so permits.

Subject as aforesaid, words or expressions contained in these Articles shall, unless the context requires otherwise, bear the same meaning as in the Act.

MEMBERS

2. (1) The subscribers to the memorandum and such other persons as are admitted to membership in accordance with the rules made under Article 60 shall be members of the Charity. No person shall be admitted a member of the Charity unless his application for membership is approved by the trustees and he subscribes to the Statement of Beliefs set out in the schedule to the memorandum.
- (2) Any member of the Charity may retire on *giving* written notice to the secretary, provided that
- such retirement shall not reduce the number of members to less than two.
- (3) If not less than two-thirds of the trustees present at a meeting so *resolve*, the trustees shall *have* the right for a good and sufficient reason to terminate the membership of any member provided that he shall *have* received 21 clear days notice in writing to his last known address notifying him of the intention to terminate his membership and the reasons therefore and that he shall have the right to be heard by the trustees before any vote is taken.

GENERAL MEETINGS

3. The Charity need not hold an annual general meeting each year, if so resolved by special resolution.
4. The trustees may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of requisition. If there are not within the United Kingdom sufficient trustees to call a general meeting, any trustee or any member of the Charity may call a general meeting.

NOTICE OF GENERAL MEETINGS

5. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution appointing a person as a trustee shall be called by at least twenty-one clear days' notice. All other extraordinary general meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed:
 - (1) in the case of an annual general meeting, by all the members entitled to attend and vote; and
 - (2) in the case of any other meeting by a majority in number of members having a right to attend and vote, being a majority together holding not less than 95 percent of the total voting rights

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such.

The notice shall be given to all the members and to the trustees and auditors.

6. 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

7. No business shall be transacted at any meeting unless a quorum is present. Two persons entitled to vote upon the business to be transacted, each being a member, or one tenth of the total number of such persons for the time being, whichever is the greater, shall constitute a quorum.
8. Participation in general meetings by electronic means.
 - (1) A general meeting may be held by suitable electronic means agreed by the trustees in which each participant may communicate with all the other participants.
 - (2) Any member participating at a meeting by suitable electronic means agreed by the trustees which a participant or participants may communicate with all the other participants shall qualify as being present at the meeting.
 - (3) Meetings held by electronic means must comply with rules for meetings, including chairing and the taking of minutes.

For the purposes of article 8 "suitable electronic means" includes telephone or video conferencing or other communications equipment."

9. If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the trustees may determine.
10. The chairman, if any, of the trustees or in his absence some other trustee nominated by the trustees shall preside as chairman of the meeting, but if neither the chairman nor

such other trustee (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the trustees present shall elect one of their number to be chairman and, if there is only one trustee present and willing to act, he shall be chairman.

11. If no trustee is willing to act as chairman, or if no trustee is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chairman.
12. A trustee shall, notwithstanding that he is not a member, be entitled to attend and speak at any general meeting.
13. The chairman may, with the consent of a 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 an adjourned meeting other than business which might properly have been transacted at the meeting had adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
14. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:
 - (1) by the chairman; or
 - (2) by at least two members having the right to vote at the meeting; or
 - (3) by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.
15. Unless a poll is duly demanded a declaration by the chairman 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 minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
16. The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the chairman. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.
17. A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
18. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall not be entitled to a casting vote. If a resolution fails to secure a majority vote in favour it shall be lost.
19. A poll demanded on the election of a chairman or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent continuance of a meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
20. No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

21. Subject to the provisions of the Act, a resolution in writing, signed by all the members of the Charity entitled to receive notice of and to attend and vote at a general meeting shall be as valid and effective as if it had been passed at a general meeting of the Charity duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the members of the Charity.

VOTES OF MEMBERS

22. Every member shall have one vote.
23. Votes may be cast in a poll either personally or by proxy. A proxy must be a member and shall not have the right to appoint a further proxy. In matters decided on a show of hands a member represented by a proxy shall have no vote.
24. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorized in writing
25. No member shall be entitled to vote at any general meeting unless all moneys then payable by him to the Charity (if any) have been paid.
26. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.

TRUSTEES

27. The number of trustees shall be not less than three but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum.
28. The first trustees shall be those persons named in the statement delivered pursuant to section 10(2) of the Act, who shall be deemed to have been appointed under the articles. Future trustees shall be appointed as provided subsequently in the articles.

POWERS OF TRUSTEES

29. Subject to the provisions of the Act, the memorandum and the articles and to any directions given by special resolution, the business of the Charity shall be managed by the trustees who may exercise all the powers of the Charity. No alteration of the memorandum or the articles and no such direction shall invalidate any prior act of the trustees which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this article shall not be limited by any special power given to the trustees by the articles and a meeting of trustees at which a quorum is present may exercise all the powers exercisable by the trustees.
30. In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the articles the trustees shall have the following powers, namely:
- (1) to expend the funds of the Charity in such manner as they shall consider most beneficial for the achievement of the objects and to invest in the name of the Charity such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the objects of the charity;
 - (2) to enter into contracts on behalf of the Charity.

APPOINTMENT AND RETIREMENT OF TRUSTEES

31. The trustees shall not be subject to retirement by rotation. The term of office of a trustee shall continue until he retires or is removed in accordance with the relevant provisions of the articles.

32. No person may be appointed as a trustee at any general meeting:
- (1) unless he is recommended by the trustees;
 - (2) unless he has attained the age of 18 years;
 - (3) in circumstances such that, had he already been a trustee, he would have been disqualified from acting under the provisions of Article 36;
 - (4) unless he subscribes to the Statement of Beliefs set out in the schedule to the memorandum.
33. Not less than seven nor more than twenty-eight clear days before the date appointed for holding a general meeting notice shall be give to all persons who are entitled to receive notice of the meeting of any person who is recommended by the trustees for appointment as a trustee at the meeting. The notice shall give the particulars of that person which would, if he were so appointed, be required to be included in the Charity's register of trustees.
34. Subject as aforesaid, the members of the Charity may by ordinary resolution appoint a person who is willing to act to be a trustee either to fill a vacancy or as an additional trustee.
35. The trustees may appoint a person who is willing to act to be a trustee either to fill a vacancy or as an additional trustee provided that the appointment does not cause the number of trustees to exceed any number fixed by or in accordance with the articles as the maximum number of trustees. A trustee so appointed shall hold office only until the next following annual general meeting. If not reappointed at such annual general meeting, he shall vacate office at the conclusion thereof.
36. A trustee shall cease to hold office if
- (1) he ceases to be a trustee by virtue of any provision in the Act or is disqualified from acting as a trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
 - (2) he becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs;
 - (3) he resigns his office by notice in writing to the Charity (but only if at least two trustees will remain in office when the notice of resignation is to take effect);
 - (4) he is absent without the permission of the trustees from all their meetings held within a period of six months and the trustees resolve that his office be vacated;
 - (5) he ceases to subscribe to the Statement of Beliefs set out in the schedule to the memorandum; or
 - (6) not less than two-thirds of the trustees decide at a meeting for a good and sufficient reason that he shall cease to be a trustee provided that he shall have been given 14 days clear notice in writing to his last known address of the intention to remove him as a trustee and the reasons therefore, and he shall have been given the right to be heard by the other trustees before any vote shall have been taken.

TRUSTEES'EXPENSES

37. The trustees may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of trustees or committees of trustees or general meetings or in pursuance of the objects of the Charity or otherwise in connection with the discharge of their duties, but shall otherwise be paid no remuneration save as provided for by Clauses 5 and 6 of the memorandum.
38. Subject to the provisions of the Act and to Clauses 5 and 6 of the memorandum, the trustees may appoint one or more of their number to the office of managing director or to

any other executive office of the Charity. Any such appointment may be made upon such terms as the trustees determine which may include remuneration if permitted by Clause 6 of the memorandum.

39. Except to the extent permitted by Clauses 5 and 6 of the memorandum, no trustee shall take or hold any interest in property belonging to the Charity or receive remuneration or be interested otherwise than as a trustee in any other contract to which the Charity is a party.

PROCEEDINGS OF TRUSTEES

40. Subject to the provisions of the articles, the trustees may regulate their proceedings as they think fit. A trustee may, and the secretary at the request of a trustee shall, call a meeting of the trustees. It shall not be necessary to give notice of a meeting to a trustee who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes the chairman shall not be entitled to a casting vote. If a resolution fails to secure a majority vote in favour it shall be lost.
41. The quorum for the transaction of the business of the trustees may be fixed by the trustees but shall not be less than one third of their number or two trustees, whichever is the greater.
42. Participation in meetings by electronic means.
- (1) A meeting may be held by suitable electronic means agreed by the trustees in which each participant may communicate with all the other participants.
 - (2) Any trustee participating at a meeting by suitable electronic means agreed by the trustees which a participant or participants may communicate with all the other participants shall qualify as being present at the meeting.
 - (3) Meetings held by electronic means must comply with rules for meetings, including chairing and the taking of minutes.

For the purposes of article 42 "suitable electronic means" includes telephone or video conferencing or other communications equipment."

43. The trustees may act notwithstanding any vacancies in their number, but, if the number of trustees is less than the number fixed as the quorum, the continuing trustees or trustee may act only for the purpose of filling vacancies or of calling a general meeting.
44. The trustees may appoint one of their number to be the chairman of their meetings and may at any time remove him from that office. Unless he is unwilling to do so, the trustee so appointed shall preside at every meeting of trustees at which he is present. But if there is no trustee holding that office, or if the trustee holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the trustees present may appoint one of their number to be chairman of the meeting.
45. The trustees may appoint one or more committees which may consist of trustees and such other persons as the trustees may think fit for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the trustees would be more conveniently undertaken or carried out by a committee provided that:-
- (1) all acts and proceedings of any such committees shall be fully and promptly reported to the trustees;
 - (2) any such committee shall conform to any regulations that may be imposed upon it by the trustees;
 - (3) any such committee shall not incur expenditure other than in accordance in a budget approved by the trustees or with specific prior approval of the trustees.
46. All acts done by a meeting of trustees, or of a committee of trustees, shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any trustee or that any of them were disqualified from holding office, or

had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a trustee and had been entitled to vote.

47. A resolution in writing, signed by all the trustees entitled to receive notice of a meeting of trustees or of a committee of trustees, shall be as valid and effective as if it had been passed at a meeting of trustees or (as the case may be) a committee of trustees duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the trustees.
48. Any bank account in which any part of the assets of the Charity is deposited shall indicate the name of the Charity. All cheques and orders for the payment of money from such account and all promissory notes, drafts, bills of exchange and other negotiable instruments shall be signed by at least two signatories who shall be trustees or persons duly authorised by the trustees; provided that if the trustees consider it necessary and appropriate they may permit cheques and other instruments to be drawn on an account or accounts of the Charity on the basis of one such signature subject to a maximum of £500 or such higher figure (though not increased by more than the retail prices index or such other standard measure of inflation) as the trustees may by resolution set at a later date,

SECRETARY

49. Subject to the provisions of the Act, the secretary shall be appointed by the trustees for such term, at such remuneration and upon such conditions as they may think fit (provided that if a trustee the remuneration is permitted under the terms of clauses 5 and 6 of the memorandum), and any secretary so appointed may be removed by them.

MINUTES

50. The trustees shall keep minutes in books or in other written or electronic media kept for the purpose:
 - (1) of all appointments of officers made by the trustees; and
 - (2) of all proceedings at meetings of the Charity and of the trustees and of committees of trustees including the names of the trustees present at each such meeting.

EXECUTING OR SEALING DOCUMENTS

51.
 - (1) The Charity need not have a company seal. If it does, the seal shall only be used by the authority of the trustees or of a committee of trustees authorised by the trustees. The trustees may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a trustee and by the secretary or by a second trustee.
 - (2) If the Charity does not have a seal, instruments may be executed on the authority of the trustees or of a committee of trustees authorized by the trustees on the signature of a trustee and of the secretary or by a second trustee. Appropriate wording which may be used is: "Executed as a deed and delivered by SALT AND LIGHT MINISTRIES"

ACCOUNTS

52. Accounts shall be prepared in accordance with the provisions of Part VII of the Act.

ANNUAL REPORT

53. The trustees shall comply with their obligations under the Charities Act 1993 (or any statutory reenactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Commissioners.

ANNUAL RETURN

54. The trustees shall comply with their obligations under the Charities Act 1993 (or any statutory reenactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Commissioners.

NOTICES

55. Any notice to be given to or by any person pursuant to the articles shall be in writing except that a notice calling a meeting of the trustees need not be in writing.
56. The Charity may *give* any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address. A member whose registered address is not within the United Kingdom and who *gives* to the company an address within the United Kingdom at which notices may be given to him shall be entitled to *have* notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the Charity.
57. A member present in person at any meeting of the Charity shall be deemed to *have* received notice of the meeting and, where necessary, of the purposes for which it was called.
58. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

INDEMNITY

59. Subject to the provisions of the Act every trustee or other officer or auditor of the Charity shall be indemnified out of the assets of the Charity against any liability incurred by him in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity.

RULES

- 60.
- (1) The trustees may from time to time make such rules or bye laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Charity and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they may by such rules or bye laws regulate:
- (i) the admission and classification of members of the Charity and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members;
 - (ii) the conduct of members of the Charity in relation to one another, and to the Charity's servants;
 - (iii) the setting aside of the whole or any part or parts of the Charity's premises at any particular time or times or for any particular purpose or purposes;

- (iv) the procedure at general meetings and meetings of the trustees and committees of the trustees in so far as such procedure is not regulated by the articles;
 - (v) generally, all such matters as are commonly the subject matter of company rules.
- (2). The Charity in general meeting shall have power to alter, add to or repeal the rules or bye laws, and no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the memorandum or the articles.