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**THE COMPANIES ACT 1985**  
**COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL**

**MEMORANDUM OF ASSOCIATION**  
**of**  
**METHODIST HOMES FOR THE AGED**

**1 Name**

1 1 The Company's name is Methodist Homes for the Aged.

**2. Registered office**

2 1 The Company's registered office is to be located in England

**3 Objects**

3 1 The Company's objects ("Objects") shall be for the relief of elderly people and other adults in need, particularly (but not limited to) those with mental illness or physical and/or learning disabilities by providing

(i) care and support services; and/or

(ii) accommodation, and/or

(iii) any other provision (whether or not similar to the foregoing)

which may facilitate an improved quality of life for such persons in the United Kingdom, the Channel Island and the Isle of Man

**4. Powers**

The Company shall have power to do anything lawful which is necessary or desirable to achieve any of the Objects Without limiting the generality of this, in furtherance of the Objects but not otherwise the Company may exercise the following powers -

4 1 to provide appropriate care and/or support, at whatever location, to meet the needs of an individual - whether in a property managed by any Group Company or in which it owns an interest or not,

4 2 to manage any form of buildings or accommodation including (without limitation) residential homes, nursing homes or sheltered housing,


4 3 to provide, construct, lease, repair or improve any of the above or to dispose of them in any manner, including (without limitation) sale, the grant of leases, tenancies or licences or disposal on shared ownership terms;



- 4 4 to make a loan to any person or persons for the acquisition of any interest in property, and
- 4 5 to acquire domestic property, commercial property or business as an incidental part of the project or series of projects undertaken for purposes or objects falling within this Clause 3
- 4 6 subject to Clause 5 hereof to employ or engage staff, consultants, managers, agents, advisers or others and whether on a paid or voluntary basis,
- 4 7 to give or award pensions, annuities, gratuities and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been employed by, or who are serving or have served any Group Company, or of the predecessors in business of any Group Company and to the children and other relatives and dependants of such persons, to make payments towards insurances, and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any such persons and of their wives, widows, children and other relatives and dependants,
- 4 8 subject to the provisions of the Companies Acts, to insure and arrange insurance cover for and to indemnify its members, servants and voluntary workers from and against all such risks incurred in the proper performance of their duties as it shall consider appropriate and to purchase, maintain and pay any premium in relation to indemnity insurance in respect of any liability of its Board Members, Secretary or other officer of the Company or any of them which would otherwise attach to them in respect of any negligence, default, breach of duty or breach of trust of which they may be guilty in relation to the Company;
- 4 9 to acquire, construct, manage, alter, improve and (subject to such consents as may be required by law) to charge (including by way of floating charge) or otherwise dispose of or deal with property including without limitation residential properties, recreational facilities, gardens and open spaces and to provide services of all kinds for and assistance to bodies corporate, unincorporated bodies, trusts or individuals engaged in the provision or occupation of any property and associated amenities,
- 4 10 to invest any monies of the Company not immediately required for the furtherance of the Objects in any investment from time to time authorised by law for the investment of trust funds such investments to include but not be limited to stocks or shares or debentures of any body corporate and to hold, sell or otherwise deal with any investments made subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law,
- 4 11 subject to such consents as may be required by law and compliance with all

relevant binding guidance issued by the Company's regulators (if any) to purchase or otherwise acquire, or to encourage or promote or in any way support or aid the establishment and development of, any subsidiary and to subscribe, purchase or acquire in any other way any chose in action (including but without prejudice to the generality of the foregoing any stock, share, security, unit, debenture or debenture stock in each case whether preferred or deferred, secured or unsecured) and to guarantee, indemnify and secure by mortgaging or charging all or any part of its assets the obligations and liabilities of, and to make available financial assistance or accommodation in any other way to, any such subsidiary or (to the extent permitted by law and the Company's regulators, if any) any other body corporate, unincorporated body, trust or individual and to acquire and hold all or any part of the capital (or otherwise become and remain a member) of any body corporate and to act as a holding company,

- 4 12 subject to such consents as may be required by law to borrow and raise money in any manner as the Company shall think fit and to enter into any transaction to hedge its exposure to variations in interest rates or currency exchange rates and to provide security for any such money and transaction,
- 4 13 to enter into any contracts or arrangements with any persons or bodies including without prejudice to the above any company or body corporate or any international, national or local or other authority,
- 4.14 to co-operate with bodies which do not trade for profit and statutory authorities operating in furtherance of the Objects or similar purposes and to exchange information and advice with them;
- 4 15 subject to such consents as may be required by law and compliance with all relevant binding guidance issued by the Company's regulators (if any), to establish, support, subscribe to, become a member of or amalgamate or co-operate with any other organisation, institution, society or body not formed or established for purposes of trading for profit (whether incorporated or not and whether in Great Britain or Northern Ireland or elsewhere) whose objects are wholly or in part similar to those of the Company and to purchase or otherwise acquire and undertake all such parts of the property, assets, liabilities and engagements as may lawfully be acquired or undertaken by the Company of any such organisation, institution, society or body;
- 4 16 to raise funds and to invite and receive contributions PROVIDED THAT in raising funds the Company shall conform to any relevant statutory regulations;
- 4 17 to draw, make, accept, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts in the name of the Company;
- 4 18 to make donations, grants and loans and give credit to such persons and



organisations and on such terms (with or without security) as the Company shall think fit to further the Objects;

- 4 19 to promote encourage or undertake any form of research relevant to the Objects and to publish and disseminate the results of such research,
- 4 20 to provide or assist in the provision of employment and training facilities,
- 4 21 to provide support and accommodation for any other organisation, institution, society or body whose objects are wholly or in part similar to the Objects,
- 4.22 to pay out of funds of the Company the costs, charges and expenses of and incidental to the formation and registration of the Company,
- 4 23 to do all or any of the things or matters aforesaid either as principals, agents, contractors or otherwise and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others, and
- 4 24 to do all such other things as in the opinion of the Company are or may be incidental or conducive to the attainment of the above objects or any of them

AND it is hereby declared that in this clause “the Companies Acts” means every statute or statutory instrument from time to time in force regulating companies, “company”, except where used in reference to this Company, shall include any partnership or other body or persons, whether incorporated or not incorporated, and whether formed, incorporated, domiciled or resident in the United Kingdom or elsewhere, “person” shall include any company as well as any other legal or natural person, words denoting the masculine gender shall include the feminine gender and vice versa, “subsidiary” and “holding company” shall include, respectively, “subsidiary undertaking” and “parent undertaking” in each case as defined in the Companies Acts, “Group Company” means the Company, any body corporate of which the Company is a subsidiary and any subsidiary of the Company or of such body corporate “securities” shall include any fully, partly or nil paid or no par value share, stock, unit, debenture, debenture or loan stock, deposit receipt, bill, note, warrant, coupon, right to subscribe or convert, or similar right or obligation, “and” and “or” shall mean “and/or” where the context so permits, and “other” and “otherwise” shall not be construed ejusdem generis where a wider construction is possible

## **5. Application of assets**

- 5 1 The income and property of the Company shall be applied solely towards its objects Nothing shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise in any circumstances to Shareholders or Board Members For the purpose of this clause and clauses 6 to 8, “Shareholder” means a member of the Company and “Board Member” means a Director

5 2 Notwithstanding clause 5 1, the Company may pay reasonable and proper out of pocket expenses to Shareholders or Board Members of the Company, and make such other payments and grant such benefits as may not be prohibited by law nor cause the Company to cease to be a charity

**6. Limitation of liability**

6 1 The liability of the Shareholder is limited

**7. Guarantee**

7 1 Every Shareholder undertakes to contribute an amount not exceeding £1 to the assets of the Company, in the event of it being wound up while he or she is a Shareholder or within one year after he or she has been a Shareholder

7 2 Such contribution shall be towards

- (1) the debts and liabilities of the Company contracted before he or she ceases to be a Shareholder,
- (2) the costs, charges and expenses of winding up, and
- (3) the adjustment of the rights of the Shareholders amongst themselves

**8. Dissolution**

Subject to any requirements of the Methodist Church or any contractual requirements

8 1 the Shareholders will resolve to give or transfer any property that remains after the Company is wound up or dissolved to the Trustees for Methodist Church Purposes or any successor or similar body (to be applied towards the Objects of this Company as defined in clause 3) or, if those Trustees are unable so to receive such property, then to another charitable body with objects which are wholly or in part similar to the Objects; or

8 2 if no such body exists or no such resolution is passed the property shall be transferred or given to a charitable body with objects which are wholly or in part similar to those of this Company

We the persons whose names and addresses are written below wish to be formed into a company under this Memorandum of Association

NAME AND  
ADDRESS OF  
SUBSCRIBER

SIGNATURE OF  
SUBSCRIBER

SIGNATURE AND ADDRESS  
OF WITNESS TO  
SIGNATURE OF SUBSCRIBER

1 MHA Care Group  
Epworth House  
Stuart Street  
Derby, DE1 2EQ

2

[Church Shareholder]

Witness to the above signatures

Dated

2000

**THE COMPANIES ACT 1985**  
**COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL**

**ARTICLES OF ASSOCIATION**  
**of**  
**METHODIST HOMES FOR THE AGED**

**INTERPRETATION**

1 In the Articles unless the context otherwise requires

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

**“Appointee Shareholder”** means a shareholder appointed under Article 11,

**“Appointee Board Member”** means a Board Member appointed by the Parent under Article 63,

**the “Articles”** means these Articles of Association as originally adopted or as altered from time to time and references to numbered articles are references to the relevant paragraph of the Articles,

**“Board”** means the Board of the Company (being the directors of the Company for the purpose of the Companies Acts) or, where the context admits, the Board Members present at a meeting of the Board, or of a committee of the Board, at which a quorum is present,

**“Board Member”** means a person from time to time appointed and acting as a Board Member of the Company in accordance with these Articles,

**“Church”** means the Methodist Church as defined in the Methodist Church Act 1976,

**“Church Board Member”** means a Board Member appointed under Article 63;

**“Church Shareholder”** means a Shareholder admitted under Article 8,

**“Company”** means the company intended to be regulated by these Articles,

**“Companies Acts”** means every statute or statutory instrument from time to time in force regulating companies,

**“Conference”** means the Annual Conference of the Church and includes the governing body from time to time of the Church and any body to which it has delegated authority;

**“Corporate Shareholder”** means any Shareholder which is a body corporate,

**“Group”** means the Company, any Subsidiary of the Company, any body corporate of which the Company is a Subsidiary and any Subsidiary of such body, and **“Group Member”** means any of the foregoing,

**“Independent Board Member”** means a Board Member elected in accordance with Articles 54, 65 and 69,

**“Independent Shareholder”** means a Shareholder appointed under Article 10,

**“Memorandum”** means the memorandum of association of the Company,

**“office”** means the registered office of the Company;

**“officer”** includes the Chair and Secretary and any Director and any other persons appointed under Articles 109 to 110,

**“Parent”** shall mean MHA Care Group, a company limited by guarantee, registered no 4038631,

**“the seal”** means the common seal of the Company,

**“Secretary”** means the secretary of the Company or any other person appointed to perform the duties of the secretary of the Company, including an alternate, joint, assistant or deputy secretary,

**“Service User”** means a person who alone or jointly with others holds a tenancy, lease, licence or agreement to occupy the premises of any Group Member for residential use and/or for whom the Company or any other Group Member provides services,

**“Service User Board Member”** means a Service User who has been appointed to the Board in accordance with Article 64,

**“Service User Shareholder”** means a Shareholder who is a Service User Board Member,

**“Shareholder”** means any person, firm or company who is admitted and designated as a shareholder of the Company in accordance with the provisions of these Articles and who, for the avoidance of doubt, is a “member” within the meaning of the Companies Acts,

**“Subsidiary”** means a body corporate which is a subsidiary (within the meaning of section 736 Companies Act 1985) of the Company,



**“the United Kingdom”** means the United Kingdom of Great Britain and Northern Ireland

words or expressions contained in any provision of these Articles bear the same meaning as in the Act but excluding any statutory modification thereof not in force when the provision becomes binding on the Company, and

words importing individuals shall, unless the context otherwise requires, include corporations and words importing the singular number shall include the plural, and words importing the masculine gender only shall include the female gender and vice versa.

- 2 No model articles of association or regulations set out in the Companies Acts or in any statutory instrument or order made thereunder shall apply to the Company

## **NATURE OF SHAREHOLDING MEMBERSHIP**

- 3 A Shareholder of the Company is a person or body whose name and address is entered in the register of Shareholders A Shareholder will, for the avoidance of doubt, be a “member” within the meaning of the Companies Acts

- 4 The following cannot become Shareholders

- 4 1 a minor,

- 4 2 a person who has been expelled as a Shareholder, unless authorised by special resolution at a general meeting;

- 4.3 an employee of the Company or of any other Group Member;

- 4 4 a person who is bankrupt or (in the case of a body corporate) is in liquidation or the subject of an administration order or has had a receiver and/or manager appointed over any of their assets, or (in either case) who is subject to an agreement with their creditors,

- 4 5 a person who is, or may be, suffering from mental disorder and either

- who is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960, or
- in respect of whom an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his or her detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his or her property or affairs,

- 4 6 a person who has within the last five years been convicted of an indictable

offence, or

4 7 a person to whom the notification requirements of the Sex Offenders Act 1997  
(as amended from time to time) apply;

5 A corporate body can be a Shareholder

6 No more than one person may be appointed as joint Shareholders

## **ADMISSION OF SHAREHOLDERS**

7 The Parent is a Shareholder on incorporation of the Company and is entitled to remain a Shareholder of the Company

8 The first Church Shareholder is the subscriber to the Memorandum identified as a Church Shareholder. The Board shall admit as a subsequent Church Shareholder any person in respect of whom the Conference has served notice of appointment as a Church Board Member under Article 63, and shall not admit any other person as a Church Shareholder

9 The Board shall admit as a Service User Shareholder any person who is elected as a Service User Board Member in accordance with Article 64, and shall not admit any other person as a Service User Shareholder.

10 The Board shall admit as an Independent Shareholder any person who is elected as an Independent Board Member under Articles 54, 65 or 69, and shall not admit any other person as an Independent Shareholder

11 The Board shall admit as Shareholder any person who is appointed as a Board Member by the Parent under Article 62.

## **OBLIGATIONS OF SHAREHOLDERS**

12 All Shareholders agree to be bound by the obligations on them set out in these Articles and in any rules made under these Articles. When acting as Shareholders they must act in the interest of the Company and, for the benefit of the community, as guardians of the objects of the Company

## ENDING OF SHAREHOLDING MEMBERSHIP

- 13 Any Shareholder may resign from acting as a Shareholder of the Company by giving one (1) month's notice in writing duly signed to the Secretary provided that after such retirement the number of Shareholders is six or more. Such Shareholder will cease to be a Member from the date of the expiration of such notice.
- 14 Any Shareholder (being also a Board Member) who resigns or is removed from office as a Board Member or for any other reason ceases to be a Board Member will cease to be a Shareholder.
- 15 A Shareholder shall also cease to be member if
  - 15 1 they die, or
  - 15 2 they are removed or expelled under Article 14 or 16, or
  - 15 3 they do not participate in, nor deliver written apologies in advance to, a general meeting of the Company in the period starting with one annual general meeting up to and including the next annual general meeting; or
  - 15 4 in the case of a body corporate it ceases to be a body corporate, or
  - 15 5 they become ineligible to be a Shareholder under Article 4, or
  - 15 6 they fail to respond to a notice despatched to them asking whether they wish to remain a Shareholder by the Company within 3 months of the date of despatch of the notice (where the notice states that a response to the Company is required) and, following the expiry of that period, they fail to respond to a further similar notice within a similar period.
- 16 A Shareholder (other than the Parent, who may not be expelled) may be expelled by a special resolution at an extraordinary general meeting called by the Board.
  - 16 1 The Board must give the relevant Shareholder at least one month's notice in writing of the general meeting. The notice to the Shareholders must set out the particulars of a complaint of conduct detrimental to the Company, and must request the relevant Shareholder to attend the meeting to answer the complaint.
  - 16 2 At the general meeting called for this purpose the Shareholders shall consider the evidence presented by the Board and by the relevant Shareholder (if any). The meeting may take place even if the relevant Shareholder does not attend.
  - 16 3 If a special resolution to expel a Shareholder is passed in accordance with this Article 16, the Shareholder shall immediately cease to be a Shareholder.

## **GENERAL MEETINGS AND MEMBERS' RESOLUTIONS**

### **Annual General Meeting**

- 17 The Company shall hold an annual general meeting each year in addition to any other meetings in that year, and shall specify the meeting as such in the notice calling it
- 18 Not more than fifteen months shall elapse between the date of one annual general meeting of the Company and that of the next The first annual general meeting shall be held within eighteen months of its incorporation

### **Functions of the Annual General Meeting**

- 19 The functions of the annual general meeting shall be
  - 19 1 To receive the annual report and financial statements of the Company including
    - 19 1 1 the revenue accounts and balance sheets for the last accounting period
    - 19 1 2 the auditor's report on those accounts and balance sheets
    - 19 1 3 the Board's report on the affairs of the Company,
  - 19 2 To appoint the auditor,
  - 19 3 To elect Independent and Service User Board Members, and
  - 19 4 To transact any other business of the Company included in the notice convening the meeting

### **Extraordinary General Meetings**

- 20 All general meetings other than annual general meetings shall be called extraordinary general meetings
- 21 The Board may call general meetings and, on a written requisition signed by the Parent or by Shareholders (other than the Parent) holding not less than a tenth of voting rights at a general meeting (stating the business for which the meeting is to be convened) must promptly proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition If there are not within the United Kingdom sufficient Board Members to call a general meeting, or if within 28 days after delivery of a requisition to the secretary a meeting required under this Article is not convened, any Board Member or any Shareholder may call a general meeting

### **Notice of General Meetings**

- 22 Subject to Article 23 an annual general meeting and an extraordinary general meeting called for the passing of a special resolution shall be called by at least twenty-one clear days' notice, and all other extraordinary general meetings shall be called by at least fourteen clear days' notice
- 23 A general meeting may be called by shorter notice than stated in Article 22 if it is so agreed
- 23 1 in the case of an annual general meeting, by all the Shareholders entitled to attend and vote at it; and
- 23 2 in the case of any other general meeting, by a majority in number of the Shareholders having a right to attend and vote being a majority together holding not less than ninety-five per cent of the total voting rights at the meeting of all Shareholders
- 24 The notice of a general meeting 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 Shareholders and to the Board Members and Auditors
- 25 Any Shareholder entitled to attend a general meeting shall be entitled to appoint another as his proxy to attend instead of him and any proxy so appointed shall have the same right as the Shareholder to speak at the meeting
- 26 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

### **Quorum of General Meetings**

- 27 No business shall be transacted at any meeting unless a quorum is present A quorum is present if
- 27 1 at least two Shareholders are present in person, and
- 27 2 there are present in person or by proxy at least one third of the Shareholders.
- 28 If a quorum is not present within half an hour from the time appointed for a general meeting
- 28 1 if the meeting has been held as a result of a Shareholders' requisition, it shall be dissolved,
- 28 2 in any other case the general meeting shall stand adjourned to the same day in the next week at the same time at the office or to such other day and at such other time and place as the Board may determine

The same shall apply if during a meeting a quorum ceases to be present

- 29 If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting then notwithstanding Article 27 the Shareholders present shall constitute a quorum throughout the duration of the meeting.

### **Chair of General Meetings**

- 30 The Chair, if any, of the Board shall preside as Chair of each general meeting
- 31 If there is no Chair, or if the Chair is not present and willing to act within fifteen minutes after the time appointed for holding the meeting, the Shareholders present shall elect one of their number to be Chair of the meeting
- 32 The person so chosen to be Chair of the meeting must be a Board Member if one is present and willing to act

### **Board Members at General Meetings**

- 33 A Board Member (including a co-optee) is entitled to attend and speak at any general meeting or meeting of the Company

### **Adjournment of General Meetings**

- 34 The Chair may, with the consent of a general meeting at which a quorum is present, adjourn the meeting from time to time and from place to place.
- 35 No business shall be transacted at an adjourned general meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place
- 36 An adjourned meeting is a continuation of the original meeting The date of all resolutions passed is the date they were passed (as opposed to the date of the original meeting)
- 37 It shall not be necessary to give any notice of any adjourned general meeting

## **VOTES OF SHAREHOLDERS**

### **Demand for a ballot**

- 38 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 ballot is duly demanded  
Subject to the provisions of the Companies Acts, a ballot may be demanded -

38 1 by the Chair, or

38 2 by any three Shareholders

and a demand by a person as proxy for a Shareholder shall be the same as a demand by a Shareholder

### **Votes of Shareholders**

- 39 Subject to Article 40, on a show of hands or on a proxy

39 1 the Church Shareholders present in person or by proxy will be entitled in aggregate to a number of votes equal to the total number of Church Shareholders then appointed, and that number of votes will be divided equally among those Church Shareholders who attend in person or by proxy;

39 2 the Parent and any Appointee Shareholders present in person or by proxy will be entitled in aggregate to a number of votes equal to one plus the total number of Appointee Shareholders then appointed (if any), and that number of votes will be divided equally among the Parent and (if applicable) those Appointee Shareholders who attend in person or by proxy,

39 3 the Independent Shareholders present in person or by proxy will be entitled in aggregate to a number of votes equal to the total number of Independent Shareholders then appointed, and that number of votes will be divided equally among those Independent Shareholders who attend in person or by proxy; and

39 4 the Service User Shareholders present in person or by proxy will be entitled in aggregate to a number of votes equal to the total number of Service User Shareholders then appointed, and that number of votes will be divided equally among those Service User Shareholders who attend in person or by proxy

- 40 In the case of an equality of votes, whether on a show of hands or on a ballot, the Chair of the meeting shall be entitled to a casting vote

- 41 Unless a poll is duly demanded (either before or immediately after the vote) a declaration by the Chair that a resolution has been carried (or not carried) unanimously, or 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

- 42 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 Chair whose decision shall be final and conclusive.

#### **Withdrawal of demand for a ballot**

- 43 The demand for a ballot may be withdrawn before the ballot is taken. The withdrawal of a demand for a ballot shall not invalidate the result of a show of hands declared before the demand for a ballot was made.

#### **Conduct of a ballot**

- 44 A ballot demanded on the election of a Chair or on a question of adjournment must be taken immediately. A ballot demanded on any other question shall be taken in such manner as the Chair directs, either at the meeting or separately.
- 45 The demand for a ballot shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a ballot 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.

#### **Written Resolutions**

- 46 A resolution in writing signed by or on behalf of each Shareholder who would have been entitled to vote on it if it had been proposed at a general meeting at which he or she was present shall be as valid as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the same form each signed by or on behalf of one or more Shareholders.

#### **Appointment of Proxy**

- 47 An instrument appointing a proxy shall be in writing, signed by or on behalf of the appointor. It may be in any form which is usual or which the Board may approve.
- 48 The instrument appointing a proxy and any authority under which it is signed, or a copy of that authority certified notarially or in some other way approved by the Board, may be deposited at the office or at any other place (within the United Kingdom) specified in the notice convening the meeting or in any instrument of proxy sent out by the Company in relation to the meeting not less than 48 hours before the time for holding the meeting at which the person named in the instrument proposes to vote.



Any instrument of proxy which is not deposited or delivered as described above shall be invalid. Any question as to the validity of a proxy shall be determined by the Chair of the meeting whose decision shall be final. A proxy must be a Shareholder.

#### **Validity of votes**

- 49 A vote given or ballot demanded by proxy or by the duly authorised representative of a corporation shall be valid even if the authority of the person voting or demanding a ballot has been terminated unless notice of the termination was received by the Company at the office (or at any other place at which an instrument of proxy was duly deposited) before the start of the meeting or adjourned meeting at which the vote is given or the ballot demanded or (in the case of a ballot taken after the day of the meeting or adjourned meeting) before the time appointed for taking the ballot
- 50 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 Chair whose decision shall be final and conclusive

#### **CORPORATE REPRESENTATIVES**

- 51 A Corporate Shareholder may nominate a person to act as its representative in the manner provided in Section 375 of the Act. Such representative shall have the right on behalf of the Corporate Shareholder to attend meetings of the Company and vote at them, and generally exercise all rights of membership on behalf of the Corporate Shareholder to the extent to which the Corporate Shareholder would if a person be entitled to do so. A Corporate Shareholder may from time to time revoke the nomination of its representative, and nominate another representative in his or her place. All such nominations and revocations must be in writing and will only take effect when received at the office

#### **BOARD: GENERAL**

- 52 The Board shall consist of twelve Board Members, or such lower number not being less than seven (excluding co-optees) as may be determined by the Board before the first annual general meeting and thereafter by the Company in general meeting.
- 53 Only Church Shareholders can be Church Board Members, only Service User Shareholders can be Service User Board Members, only Independent Shareholders can be Independent Board Members
- 54 Whenever the number of Board Members and co-optees is less than permitted by these Articles as a result of an Independent Board Member ceasing to be a Board Member for whatever reason the Board may appoint a further Independent Board Member in addition to the Board's power to co-opt. Any Board Member so appointed shall retire at the next annual general meeting

- 55 The first Board Member shall be the person named in the statement delivered pursuant to Section 10(2) of the Act who shall be deemed to have been appointed under the Articles and shall be the first Church Board Member. Future Board Members shall be appointed as provided subsequently in these Articles.
- 56 The Board may appoint co-optees to serve on the Board on such terms as the Board resolves and may remove such co-optees. A co-optee may act in all respects as a Board Member, but they cannot vote on any resolution of the Board.
- 57 Not more than four co-optees can be appointed to the Board or to any committee at any one time.
- 58 No person may be or remain a Board Member, committee member or co-optee
- 58 1 unless he or she has attained the age of 18 years, or
- 58 2 if had he or she already been a Board Member, he or she would have been disqualified from acting under Article 59

#### **TERMINATION OF BOARD MEMBERSHIP**

- 59 A Board Member shall cease to be a Board Member if he or she
- 59 1 ceases to be a Board Member by virtue of any provision of the Companies Acts or becomes prohibited by law from being a Board Member or is removed from office under these Articles or becomes ineligible under these Articles to be a Board Member of the relevant category, or
- 59 2 dies or becomes bankrupt or makes any arrangement or composition with his or her creditors generally, or
- 59 3 is, or may be, suffering from mental disorder and either -
- 59 3 1 he or she is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960, or
- 59 3 2 an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his or her detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his or her property or affairs, or
- 59 4 has for four consecutive Board meetings been absent without permission of the Board from Board meetings held during that period and the Board resolve that he or she shall be removed from the Board;

- 59 5 has within the last five years been convicted of an indictable offence, or
- 59 6 is a person to whom the notification requirements of the Sex Offenders Act 1997  
(as amended from time to time) apply
- 60 A Board Member may be removed from the Board by an ordinary resolution at a general meeting

## **FUNCTIONS OF THE BOARD**

- 61 The Board shall direct the affairs of the Company in accordance with its objects Amongst its functions shall be to
- 61 1 define and ensure compliance with the values and objectives of the Company;
- 61 2 establish policies and plans to achieve those objectives,
- 61 3 approve each year's accounts prior to publication and approve each year's budget,
- 61 4 establish and oversee a framework of delegation and systems of control,
- 61 5 agree policies and make decisions on all matters that create significant financial risk to the Company or which affect material issues of principle,
- 61 6 monitor the Company's performance in relation to these plans, budget controls and decisions,
- 61 7 appoint (and if necessary remove) the Company's chief executive (if any),
- 61 8 satisfy itself that the Company's affairs are conducted in accordance with generally accepted standards of performance and propriety, and
- 61 9 take appropriate advice,
- and any of these functions may be delegated on such terms as the Board see fit

## **APPOINTMENT OF THE BOARD**

- 62 A majority of Board Members shall always be capable of appointment by the Parent. The Parent may effect such appointment by a notice in writing delivered to the office and the Parent may, by such notice, remove from office any Board Member whether or not appointed by it
- 63 The first Church Board Member is the first Church Shareholder (as specified in Article 8)  
The Conference may at any time appoint up to eight Board Members in aggregate, (each a

“Church Board Member”) by notice in writing delivered to the office, and may at any time by such notice remove any Church Board Member, provided that if the Parent exercises its power under Article 62 to remove any one or more Church Board Members, the maximum number of Church Board Members will be reduced accordingly for such period as the Parent determines. A person who is or becomes a Service User shall not be eligible to be or remain a Church Board member

- 64 Up to two Board Members may be Service User Board Members who, up to and including the first annual general meeting of the Company, will be appointed by the Board and who, thereafter, shall be elected by the Annual General Meeting, provided that if the Parent exercises its power under Article 62 to remove any one or more Service User Board Members the maximum number of Service User Board Members will be reduced accordingly for such period as the Parent determines. The method of election shall be decided by the Board from time to time and that method shall apply in relation to any Service User Board Member who retires under Article 66 and wishes to seek re-election and shall also apply to the election of any person to replace a person who (for any reason) ceases to be a Service User Board Member at any other time. The Board shall publish in each annual report the method which will apply to the next election of Service User Board Members
- 65 Up to two Board Members may be Independent Board Members provided that, if the Parent exercises its right under Article 62 to remove one or more Independent Board Members, the maximum number of Independent Board Members will be reduced accordingly for such period as the Parent may determine. Prior to the first annual general meeting of the Company, the Board may appoint Independent Shareholders and Independent Board Members. The Board shall set and review its policies and objectives for admitting new Independent Board Members. No person may become or remain an Independent Board member if that person is a member of the governing body of any Group Member (other than the Company), or is a Service User
- 66 At every annual general meeting not less than one third of the Board Members shall retire from office. Board Members forming the retiring third shall be those who have been longest in office since they were last elected or re-elected to the Board. If the choice is between people who became Board Members on the same day those to retire shall be chosen by lot if not agreed. Anybody appointed to fill a casual vacancy under Article 54 during the year and who retires for that reason shall not count towards the one third to retire
- 67 Any Board Member who, at the date of an annual general meeting at which he or she is required to retire under Article 66, has been a Board Member for a continuous period of not less than five years and ten months (or, in the case of a Board Member who at the date of that annual general meeting is the Chair or Treasurer of the Company, eight years and ten months) shall not be eligible for re-election at that annual general meeting or for election as a Board Member [at any time before the succeeding annual general meeting]. If, at the date of that annual general meeting, the Board Member is (or has been within the past twelve months) also a member of the governing body of any one or more other Group Members, then the Board Member shall not be eligible for re-appointment as a Board

Member of the Company until the expiry of [one year after] he or she has ceased to be a member of any and all such governing bodies

- 68 Where a Church Board Member is to retire at an annual general meeting under Article 66 (a “retiring Board Member”) and wishes to apply for re-election, the Board shall (not less than three months before the proposed date of the annual general meeting) consider whether to recommend the retiring Board Member for re-election. If the Board recommends the retiring Board Member for re-election it shall so inform the Conference and, unless on or before the date of the relevant annual general meeting the Conference has determined to exercise its rights under Article 63 to replace that retiring Board Member, he or she will be deemed re-elected with effect from the relevant annual general meeting. Where a retiring Church Board Member is not eligible for re-election or does not wish to apply for re-election or the Board determines not to recommend him or her for re-election, the Board shall so inform the Conference and invite the Conference to make an appointment in accordance with Article 63 with effect from the date on which the retiring Board Member ceases to be a Board Member
- 69 If, at an annual general meeting, the candidates for election as Independent Board Members do not exceed the number of vacancies for Independent Board Members, the Chair shall declare those candidates to have been duly elected. If the number of candidates exceeds the number of such vacancies, the meeting shall elect the Board Members by ballot in such a manner as the Chair directs
- 70 In an election at a general meeting every Shareholder present in person or by proxy shall have one vote for every vacancy but shall not give more than one vote to any one candidate. In casting their votes in an election, the Shareholders shall endeavour to ensure that the Independent Board Members possess the qualities, skills and experience which the Association has from time to time determined that it requires.
- 71 In an election at a general meeting subject to Article 40 every Shareholder present in person or by proxy shall have one vote for every vacancy but shall not give more than one vote to any one candidate
- 72 In making appointments or casting their votes in an election, Shareholders shall endeavour to ensure that the Independent Board Members collectively possess the qualities, skills and experience which the Company has from time to time determined that it requires.

## **CANDIDATES FOR THE BOARD**

- 73 Any candidate for election as an Independent Board Member shall submit a written statement to the Company in such form as the Board from time to time determines. It shall set out the candidate's full name, address, and occupation and the reasons for their suitability to be an Independent Board Member. The statement shall be delivered to the office at least 14 days before the meeting at which the election is to be held.

## **POWERS OF BOARD**

- 74 Subject to the provisions of the Companies Acts, the Memorandum and the Articles the business of the Company shall be directed by the Board who may exercise all the powers of the Company.
- 75 No alteration of the Memorandum or Articles and no such direction shall invalidate any prior act of the Board which would have been valid if that alteration had not been made or that direction had not been given.
- 76 The powers given by Article 74 shall not be limited by any special power given to the Board by the Articles and a meeting of Board at which a quorum is present may exercise all powers exercisable by the Board.
- 77 In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under these Articles, the Board shall have the following powers, namely to:
- 77 1 purchase, take or grant any interest in land, or construct or carry out works to buildings,
  - 77 2 help any charity or body not trading for profit in relation to housing;
  - 77 3 subject to Articles 104 to 107, borrow money or issue loan stock and enter into rate cap transactions for the purposes of the Company on such terms and on such security including floating charges as the Company thinks fit,
  - 77 4 invest the funds of the Company, and
  - 77 5 enter into any form of guarantee, indemnity or suretyship whatsoever
- 78 The Board may delegate the exercise of any of its powers under written terms of reference to committees or to employees of the Company on such terms as the Board determines. Such delegation may include any of the powers and discretions of the Board. Delegates and committees shall report their acts and proceedings promptly to and conform to any regulations made by the Board.

- 79 The membership of any committee shall be determined by the Board. The Board shall appoint the chair of any committee and shall specify the quorum. Meetings of committees shall be governed by the provisions in these Articles for regulating Board meetings, so far as they apply and so far as they do not conflict with any regulations made by the Board. For the purpose of the Housing Act 1996 any member of a committee shall be an officer.
- 80 The Board may, by power of attorney or otherwise, appoint any person to be the agent of the Company for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his or her powers.

#### **BOARD MEMBERS' BENEFITS**

- 81 The Company shall not pay or grant any benefit to anyone who is a Board Member or a co-optee or a member of a committee unless this is expressly permitted by the Memorandum and these Articles or by the general law. For this purpose any payment made or benefit conferred by a connected company (under Article 82 2) shall be treated as if it had been made or conferred by the Company.

#### **BOARD MEMBERS' APPOINTMENTS AND INTERESTS**

- 82 Subject to the provisions of the Act and provided that he or she has disclosed to the Board the nature and extent of any material interest of his or hers, a Board Member notwithstanding his or her office
- 82 1 may have such a personal interest in any transaction or arrangement as is permitted by Article 81,
  - 82 2 may be a director or other officer of, or employed by any Group Member or any other body corporate promoted by the Company or in which the Company has a constitutional interest or to which the Company has nominated the Board Member, and
  - 82 3 may be a director or other officer of, or employed by, or a consultant to, a local authority or other public body or a charity or voluntary organisation (being an organisation not trading for profit) which is a party to any transaction or arrangement with the Company.
- 83 For the purposes of Articles 82 and 84
- 83 1 a general notice to the Board that a Board Member is to be regarded as having an interest (as specified in the notice) in any transaction or arrangement in which a

specified person or class of persons is interested shall be treated as a disclosure that the Board Member has that interest in any such transaction; and

83 2 an interest of which a Board Member has no knowledge and of which it is unreasonable to expect him or her to have knowledge shall not be treated as an interest of his or hers

84 Any Board Member, co-optee or member of a committee having an interest in any arrangement between the Company and someone else shall disclose their interest, before the matter is discussed by the Board or any committee. Unless it is expressly permitted by these Articles they shall not remain present unless requested to do so by the Board or committee, and they shall not have any vote on the matter in question. Any decision of the Board or of a committee shall not be invalid because of the subsequent discovery of an interest which should have been declared

85 Every Board Member, co-optee and member of a committee shall ensure that the Secretary at all times has a list of.

85 1 all other bodies in which they have an interest as

85 1.1 a director or officer,

85 1 2 a member of a firm;

85 1 3 an official or elected member of any statutory body; or

85 1 4 the owner or controller of more than two per cent of the shares of a company the shares in which are publicly quoted or more than ten per cent of the shares of any other company;

85 2 the occupier of any property owned or managed by the Company, or

85 3 any other significant or material interest

which in each case would or could affect any arrangement with the Company.

86 If requested by a majority of the Board or members of a committee at a meeting convened specially for the purpose, a Board Member, co-optee or member of a committee failing to disclose an interest as required by these Articles shall vacate their office either permanently or for a period of time as specified by the Board.

87 87 1 For the purpose of these Articles, a Board Member, co-optee or member of a committee who is a Service User shall not be treated as having an interest in any decision affecting all or a group of Service Users

87 2 The grant of a tenancy, licence or right of occupation or provision of a service by the Company at the direction of another body to a Board Member, co-optee or



member of a committee (as a Service User) is not the grant of a benefit for the purpose of these Articles

- 88 A Board Member, co-optee or member of a committee shall not be treated as having an interest for the purpose of these Articles as a board member, director, or officer of any other body whose accounts are or ought to be consolidated with the Company's accounts save in the event of actual disagreement or conflict between the Company and such body

## **PROCEEDINGS OF THE BOARD**

### **Board meetings**

- 89 Subject to the provisions of these Articles, the Board may regulate its proceedings as it thinks fit
- 90 The Board shall meet at least two times every calendar year At least seven days' written notice of the date and place of every Board meeting shall be given by the secretary to all Board members and co-optees
- 91 Meetings of the Board may be called by the secretary, or by the Chair, or by two Board members who give written notice (which may be by electronic means) to the secretary specifying the business to be carried out The secretary shall send a written notice (which may be by electronic means) to all Board Members and co-optees to the Board as soon as possible after receipt of such a request The secretary shall call a meeting on at least seven but not more than twenty one days' notice to discuss the specified business If the secretary fails to call such a meeting then the Chair or two Board Members, whichever is the case, shall call such a meeting Any such notice or communication sent by post shall be deemed to have arrived two days after being sent and any sent by electronic means shall be deemed to have been served when received, provided it is legible
- 92 Questions arising at a Board meeting shall be decided by a majority of votes In the case of an equality of votes, the Chair shall have a second or casting vote

### **Board Quorum**

- 93 Six board members or half of the Board (whichever is lower) shall form a quorum The board may determine a higher number or impose additional requirements
- 94 If a quorum is not present within half an hour from the time appointed for a Board meeting then the meeting 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 as the Chair may determine. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting then notwithstanding Article 93 the Board Members present shall constitute a quorum

- 95 If the number of Board Members falls below the number necessary for a quorum, the remaining Board Members may continue to act as the Board for a maximum period of six months. At the end of that time the only power that the Board may exercise shall be to call a general meeting of the Company to bring the number of Board Members up to that required by these Articles

### **Chair**

- 96 The Board Members may appoint one of their number to be the Chair of the Board. Unless he or she is unwilling to do so, the person so appointed shall preside at every Board meeting at which he or she is present. The Board Members may also appoint a deputy chair who shall, in the absence of the Chair, chair Board meetings
- 97 The Chair and deputy chair on election shall each hold office until the commencement of the first Board meeting after the next annual general meeting of the Company after his or her appointment (or until the Chair or deputy chair resigns or is removed as Chair or deputy chair as the case may be). The first item of business for any Board meeting when there is no Chair or deputy chair present, shall be to elect the Chair for the purpose of that meeting. The Chair or deputy chair of the Company may be removed at a Board meeting called for the purpose provided the resolution is passed by at least two thirds of the Board Members present at the meeting
- 98 If there is no Board Member holding the office of Chair or deputy chair, or if each Board Member holding it is unwilling to preside or is not present within five minutes after the time for the appointed meeting the Board Members present may appoint one of their number to be Chair of the meeting

### **The Chair's Responsibilities**

- 99 The Chair shall seek to ensure that
- 99 1 the Board's business and the Company's general meetings are conducted efficiently,
  - 99 2 all Board Members are given the opportunity to express their views, and
  - 99 3 a constructive working relationship is established with, and support provided for, the chief executive

### **Validity of Board Actions**

- 100 All acts done by a meeting of the Board, or of a committee of the Board, or by a person acting as a Board Member shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Board Member or that any of them was disqualified from holding office, or had vacated office, or was 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 Board Member and had been entitled to vote

- 101 A certificate by an officer that a power has been properly exercised shall be conclusive as between the Company and any third party acting in good faith.

### **Written Resolutions**

- 102 A resolution in writing which has been sent to all of the Board Members or members of a committee who are entitled to receive notice of a meeting of the Board or of that committee and signed by at least three quarters of them shall be as valid and effective as if it had been passed at a meeting of the Board or (as the case may be) a committee of the Board duly convened and held. A written Board or committee resolution may consist of several documents in the like form each signed by one or more Board Members or committee members.

### **Meetings by telephone etc**

- 103 A Board Member shall be treated as present in person at a meeting of the Board (or of a committee of the Board) if he or she is in communication with the meeting by conference telephone or other communication equipment permitting those attending the meeting to hear one another. Such Board Member shall be counted in the quorum of the meeting and shall be entitled to vote at it. A meeting to which this regulation applies shall be deemed to take place where the majority of those participating is assembled or, if there is no majority, at the place where the Chair of the meeting is present.

### **Borrowing etc**

- 104 The total borrowings of the Company at any time shall not exceed ~~£50,000,000 (fifty million pounds sterling)~~ <sup>£100,000,000 (one hundred million pounds sterling)</sup> or such a larger sum as the Company determines from time to time in general meeting.

- 105 The rate of interest payable at the time terms of borrowing are agreed on any money borrowed shall not exceed the rate of interest which, in the opinion of the Board, is reasonable having regard to the terms of the loan. The Board may delegate the determination of the said interest rate within specified limits to an officer, board member or a committee.

- 106 106 1 In respect of any proposed borrowing, for the purposes of Article 104, in relation to the amount remaining undischarged of any deferred interest or index-linked monies or amounts on any deep discounted security previously borrowed by the Company the amount of borrowing shall be deemed to be the amount required to repay such borrowing in full if such pre-existing borrowing became repayable in full at the time of the proposed borrowing.

- 106 2 For the purposes of Article 104 in respect of any proposed borrowing intended to be on deferred interest or index-linked terms or on any deep discounted security the amount of borrowing shall be deemed to be the proceeds of such proposed borrowing receivable by the Company at the time of the proposed borrowing.

106 3 No person dealing in good faith shall be concerned to know whether Article 104 or 105 or this Article 106 have been complied with

107 107 1 The Company shall have the power to enter into and perform a rate cap transaction, or series of rate cap transactions, where the Board (or a duly authorised committee) considers entry by the Company into such transaction(s) to be in the best interest of the Company, provided that

107.1.1 at the time of entry into any such transaction(s) the sum of the calculation amount of any rate cap transaction previously entered into and remaining in effect and the calculation amount of the proposed rate cap transaction(s) shall not exceed the lower of

- £50,000,000, or
- the aggregate amount of the Company's variable rate borrowings then drawn down plus the amount of any existing contractually committed loan facilities not yet drawn down in respect of amounts which the Company intends at the effective date when drawn will become variable rate borrowings, and

107 1 2 the counterparty to each rate cap transaction is the floating rate payer

107 2 Prior to exercising its power under Article 107 1 the Company shall obtain and consider proper advice on the question of whether the rate cap transaction is satisfactory having regard to

107 2 1 the possible fluctuations in the rate of interest payable by the Company under its variable rate borrowings during the term of the rate cap transaction(s),

107 2 2 the Company's ability to meet its payment obligations under the variable rate borrowings during the term of the rate cap transaction(s) if that transaction was not entered into,

107 2 3 the payment obligations under the rate cap transaction(s), and

107 2 4 the Company's actual and projected annual income and expenditure position

107 3 For the purposes of this Article 107 proper advice is the advice of a person who is reasonably believed by the Board to be qualified by their ability in and practical experience of financial matters and the appropriate rate cap transaction, and is properly authorised under the provisions of the Financial Services Act 1986 Such advice may be given by a person notwithstanding that they give it in the course of their employment as an officer

107 4 A person entering into a rate-cap transaction as floating rate payer, with the Company who has received a written certificate signed by the secretary or an officer authorised by the Board confirming the Company's compliance with this Article 107 shall not be concerned to enquire further whether or not the Company has complied with the provisions of this Article 107 and such transaction shall be valid at the date that it is entered into and throughout its term in favour of such person (or any assignee or successor in title) whether or not the provisions of this Article 107 have been complied with

107 5 For the purposes of this Article 107

107 5.1 "calculation amount" "effective date" "floating rate payer" "term" and "termination date" have the respective meanings given in the 1991 ISDA Definitions as amended from time to time,

107.5 2 "variable rate borrowing" means any borrowing by the Company in respect of which the rate of interest has not been fixed for a term in excess of twelve months and the term "fixed" shall exclude any borrowing where the rate of interest is indexed in accordance with a retail prices index or other published index, and

107 5 3 "rate cap transaction" means a cap transaction within the meaning of "swap transaction" as defined in the 1991 ISDA Definitions as amended from time to time

## SECRETARY

108 Subject to the provisions of the Companies Acts, the Secretary shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit Any Secretary so appointed may be removed by the Board. The Secretary may be a Board Member or an employee or an independent contractor. The Board may appoint one or more alternate, joint, assistant or deputy secretaries to act in the absence of the Secretary. Any such alternate joint, assistant or deputy secretary shall (in such absence) have all powers vested in the Secretary by these Articles and the law The Secretary shall in particular.

108 1 summon and attend all meetings of the Company and the Board and keep the minutes of those meetings; and

108 2 keep the registers and other books determined by the Board, and

108 3 make any returns on behalf of the Company to the Registrar of Companies and the Corporation; and

108 4 have charge of the seal of the Company, and

- 108 5 ensure the compliance by the Company with its Memorandum and these Articles of Association

## **OTHER OFFICERS**

- 109 The Board may designate as an officer to act on behalf of the Company such other executive or employee of the Company on such terms (including pay) as it sees fit
- 110 The Board may designate Board Members to the named offices of treasurer or any other offices on such terms as it sees fit

## **MINUTES**

- 111 The Board shall cause minutes to be made in books kept for the purpose
- 111 1 of all appointments of officers made by the Board, and
- 111 2 of all proceedings at meetings of the Company, and of the Board, and of committees of the Board, including the names of the Board Members present at each such meeting

## **THE SEAL**

- 112 The Secretary shall keep the seal It shall not be used except under the Board's authority It must be affixed by one Board Member signing and the Secretary countersigning or in such other way as the Board resolves The Company shall also have for use for sealing securities issued by the Company and the sealing of documents creating or evidencing securities, an official seal which is a facsimile of the Company's common seal with the addition on its face, of the word "securities" and any document to which the official seal is affixed need not be signed by any person

## **ACCOUNTS ETC**

- 113 The Board shall cause accounting records, registers and Minutes to be kept and accounts and annual returns prepared in accordance with the requirements of the Companies Acts

## **NOTICES**

- 114 Any notice to be given to or by any person pursuant to the Articles shall be in writing

- 115 The Company may serve any notice or other document on a Shareholder either personally or by sending it by post in a prepaid envelope addressed to the Shareholder at his registered address or by leaving it at that address or by sending it by electronic means to a number notified by the Shareholder, or by any other means which have been authorised in writing by the Shareholder concerned
- 116 A Shareholder present, either in person or by proxy, at any meeting of the Company shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called
- 117 Proof that an envelope containing a notice or other document was properly addressed, prepaid and posted shall be conclusive evidence that the same was served Any such notice or other document, if sent by first-class post, shall be deemed to have been served or delivered 48 hours after the same was put in the post In proving such service or delivery it shall be sufficient to prove that the notice or document was properly addressed, stamped and put in the post Any such notice or other document if sent by electronic means shall be deemed to have been served when received provided that it is legible
- 118 In the Articles "writing" shall be deemed to include photocopy, telex, facsimile, telegram, electronic mail and other methods of reproducing or communicating writing in visible form, and "electronic means" includes telex, facsimile and telegram
- 119 Any notice to be given by or on behalf of the Conference for the purpose of these Articles shall be accompanied by such evidence as the Board may require that such notice is authentic and has been duly authorised

## INDEMNITY

- 120 Subject to the Companies Acts and except for the consequences of their own dishonesty or gross negligence no Board Member, officer or employee shall be liable for any losses suffered by the Company
- 121 Subject to the provisions of the Companies Acts every Board Member, officer or employee shall be indemnified by the Company for any amount reasonably incurred in the discharge of their duty
- 122 Subject to the provisions of the Companies Acts, the Company may purchase and maintain for every Board Member, Secretary or other officer of the Company insurance against any liability which would otherwise attach to him or her 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
- 123 Whether or not any insurance as mentioned in Article 123 is effected, every such person shall be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him or her in the execution and discharge of his or her duties (or in

relation thereto) (including any liability incurred by him in defending any proceedings, civil or criminal) that relate to anything done or omitted or alleged to have been done or omitted by him or her as an officer or employee of the Company and

123 1 in which judgment is given in his or her favour (or the proceedings otherwise disposed of without any finding or admission of any material breach of duty on his or her part), or

123 2 in which he or she is acquitted, or

123 3 in connection with any application under any statute for relief from liability in respect of any such act or omission in which relief is granted by the Court



Name and address of Subscriber

1 MHA Care Group  
Epworth House  
Stuart Street  
Derby, DE1 2EQ

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[Church Shareholder]

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Dated [            ]

Witness to the above Signatures

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