

Company No: 04863634
Charity No: 1100383
Private Limited Company
Registered in England

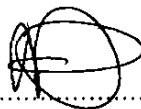
Companies Act 2006

CHAPLAINCY PLUS
("the Company")

The following resolution has been passed by the members of the Company as a written special resolution and became effective on 13th January 2020:

THAT the Articles of Association of the Company be deleted and replaced in their entirety by the attached Articles of Association.

Director (*signature*):



Name (*printed*):

MARK A JOWETT

Date:

13/01/2020

WEDNESDAY



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COMPANIES HOUSE

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ARTICLES OF ASSOCIATION CHAPLAINCY PLUS

as amended by special resolutions on 23 October 2003 and 13 January 2020.

PART A. INTRODUCTION

1 INTERPRETATION

1.1 In these Articles:

"the Act"	means the Companies Acts (as defined in Section 2 of the Companies Act 2006) insofar as they apply to the Company and any statutory modification or re-enactment thereof for the time being in force
"the Articles"	means these Articles of Association of the Company
"the Board"	means the board of Directors of the Company and (where appropriate) includes a Committee and the Directors acting by written resolution
"Board Meeting"	means a meeting of the Board
"Business Day"	means any day other than a Saturday, Sunday or a bank holiday
"Chair"	means (subject to the context) either the person elected as chair of the Company under Article 21 or where the Chair of the Company is not present or has not taken the chair at a meeting means the person who is chairing a Board Meeting or General Meeting at the time
"Charity Commission"	means the Charity Commission for England and Wales
"Clear Days"	in relation to a period of 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
"Committee"	means a Committee of the Board exercising powers delegated to it by the Board
"Companies House"	means the office of the Registrar of Companies
"the Company"	means the company intended to be regulated by

	the Articles
"Company Member"	means a member for the time being of the Company
"Director"	means any director of the Company
General Meeting	means a meeting of Company Members
"including"	means "including without limitation" and "include" and "includes" are to be construed accordingly
"the Memorandum"	means the Memorandum of Association of the Company
"the Objects"	means the objects of the Company set out in Clause 3 of the Memorandum
"Observers"	means those persons (other than Directors) present under Article 23 at a Board Meeting
"Registered Office"	means the registered office of the Company
"Secretary"	means the secretary of the Company including a joint, assistant or deputy secretary
"United Kingdom"	means Great Britain and Northern Ireland
"Working Party"	means a body established by the Board to make recommendations to the Board but without decision-making powers

1.2 In the Articles:

- 1.2.1 terms defined in the Act are to have the same meaning;
- 1.2.2 references to the singular include the plural and vice versa and to the masculine include the feminine and neuter and vice versa;
- 1.2.3 references to "organisations" or "persons" include corporate bodies, public bodies, unincorporated associations and partnerships;
- 1.2.4 references to legislation, regulations, determinations and directions include all amendments, replacements or re-enactments and references to legislation (where appropriate) include all regulations, determinations and directions made or given under it;

- 1.2.5 references to Clauses are to clauses of the Memorandum and to Articles are to those within the Articles;
 - 1.2.6 the index and headings are not to affect their interpretation; and
 - 1.2.7 terms defined in the Memorandum have the same meaning in the Articles and vice versa.
- 1.3 None of the model articles in the Companies (Model Articles) Regulations 2008 apply to the Company

PART B. COMPANY MEMBERSHIP

2 MEMBERS

- 2.1 The Company Members are:-
 - 2.1.1 the subscribers to the Memorandum; and
 - 2.1.2 others admitted to membership of the Company by the Board under the Articles.
- 2.2 A person may not be admitted by the Board as a Company Member:-
 - 2.2.1 unless he has signed a written application to become a Company Member in such form as the Board requires;
 - 2.2.2 for a period determined by the Board having ceased to be a Company Member by reason of his being removed as a Director under Article 15.1.5 or Article 15.1.7 or Article 15.1.8;
 - 2.2.3 if he is an employee of the Company;
 - 2.2.4 unless he is aged 18 or over; or
 - 2.2.5 if he would immediately cease to be a Company Member or Director under the Articles.
- 2.3 Since Company Members are also appointed as Directors under Article 13.3 the Board must ensure that when admitting Company Members it takes into account to the extent that the Board considers it practicable to do so the need for Company Members who become Directors to contribute to the skills mix and balance of the Board as a whole.
- 2.4 Company membership is personal and not transferable.

3 TERMINATION OF COMPANY MEMBERSHIP

- 3.1 A person will cease to be a Company Member:-
 - 3.1.1 on giving written notice of resignation to the Secretary; or
 - 3.1.2 if he ceases to be a Director under Article 15;

PART C. GENERAL MEETINGS

4 GENERAL MEETINGS

- 4.1 The Board may call a General Meeting at any time, to be held at such time and place as the Board decides subject to Article 5.
- 4.2 On receiving a requisition from the percentage of Company Members required under the Act the Board must promptly convene a General Meeting.

5 NOTICE OF GENERAL MEETINGS

- 5.1 Every General Meeting must be called by at least 14 Clear Days' notice.
- 5.2 A General Meeting may be called by shorter notice if this is agreed by a majority in number of the Company Members who may attend and vote and who together hold 90% or more of the total voting rights of all of the Company Members at the General Meeting.
- 5.3 The notice must specify:-
 - 5.3.1 the time, date and place of the General Meeting;
 - 5.3.2 the general nature of the business to be transacted; and,
 - 5.3.3 if a special resolution is proposed, the fact that the proposed resolution is a special resolution and the wording of the resolution.
- 5.4 Subject to the Act no business may be transacted at a General Meeting except that specified in the notice convening the meeting.
- 5.5 Notice of a General Meeting must be given to all of the Company Members, the Directors and the Company's auditors (if any).
- 5.6 The accidental omission to give notice of a General Meeting to, or the non-receipt of notice of a General Meeting by, any person entitled to receive notice will not invalidate the proceedings at that General Meeting.

6 QUORUM

- 6.1 No business may be transacted at a General Meeting unless a quorum is present.
- 6.2 The quorum for General Meetings is three of the Company Members for the time being present in person or by proxy.

- 6.3 A Company Member may be part of the quorum at a General Meeting if he can hear, comment and vote on the proceedings through telephone, video conferencing or other communications equipment.
- 6.4 If a quorum is not present within 15 minutes from the time of the General Meeting or a quorum ceases to be present during a General Meeting it must be adjourned to such time and place as the Board decides.
- 6.5 If at the adjourned meeting there are again insufficient Company Members present within 15 minutes from the time of the adjourned General Meeting to constitute a quorum then those Company Members who are present (provided that they number at least two) shall constitute a quorum for the purpose of allowing any business of the adjourned meeting to be conducted.
- 6.6 Reasonable notice of an adjournment of a General Meeting because of a lack of quorum and the time and place of the adjourned General Meeting must be given to all Company Members.

7 CHAIR AT GENERAL MEETINGS

- 13.1 The Chair is to chair General Meetings.
- 13.2 If the Chair is not present within 15 minutes from the time of the General Meeting or is unwilling to act then the Company Members present must choose one of their number to chair the General Meeting.

8 ADJOURNMENT OF GENERAL MEETINGS

- 8.1 The Chair may, with the consent of a General Meeting at which a quorum is present (and must if so directed by the General Meeting), adjourn it to a time and place agreed by the General Meeting.
- 8.2 The Chair may also adjourn a General Meeting if it appears to the Chair that for any other reason an adjournment is necessary for the business of the meeting to be properly conducted.
- 8.3 The only business which may be transacted at an adjourned General Meeting is that left unfinished from the General Meeting which was adjourned.
- 8.4 It is not necessary to give notice of a General Meeting which is adjourned under Article 8.1 or 8.2 unless it is adjourned for 30 days or more in which case 7 Clear Days' notice must be given.
- 8.5 Resolutions passed at an adjourned General Meeting are to be treated as having been passed on the date on which they were actually passed.

9 VOTING AT GENERAL MEETINGS

- 9.1 Resolutions are to be decided on a show of hands unless a ballot is properly demanded. Subject to the provisions of these Articles or of any statute such a resolution may be passed by a simple majority of the votes cast at a General Meeting including proxy votes.
- 9.2 Each Company Member present in person or by proxy has one vote both on show of hands and a ballot.
- 9.3 If there is an equality of votes on a show of hands or a ballot the Chair is entitled to a second or casting vote.
- 9.4 An objection to the qualification of any voter may only be raised at the General Meeting at which the vote objected to is tendered. Every vote not disallowed at the General Meeting is valid. An objection made in time must be referred to the Chair whose decision is final.
- 9.5 A declaration by the Chair that a resolution has been carried (or not carried) unanimously, or by a particular majority, which is entered into the minutes of the meeting is conclusive evidence of the fact unless a ballot is demanded.

10 BALLOTS

- 10.1 A ballot may be demanded by the Chair or any two Company Members before or on the declaration of the result of a show of hands.
- 10.2 A demand for a ballot may be withdrawn before the ballot is taken. If the demand for a ballot is withdrawn the result of the show of hands will stand.
- 10.3 The demand for a ballot will not prevent the General Meeting continuing to transact business other than in relation to the question on which the ballot is demanded.
- 10.4 A ballot is to be taken as the Chair directs. The Chair may appoint scrutineers (who need not be Company Members) and set a time and place to declare the result. The result will be the resolution of the General Meeting at which the ballot was demanded but will be treated as passed when the result is declared.
- 10.5 A ballot on the election of a chair or an adjournment must be taken immediately. A ballot on any other question may be taken either immediately or at such time and place as the Chair directs.
- 10.6 At least 7 Clear Days' notice must be given of the time and place at which the ballot is to be taken unless the time and place are announced at the General Meeting at which it is demanded.

11 PROXIES

- 11.1 A Company Member may appoint a proxy in writing. A proxy need not be a Company Member. The Board may from time to time prescribe a form to appoint a proxy by standing orders made under Article 32. A proxy may not appoint another proxy.
- 11.2 The document appointing a proxy may instruct the proxy which way to vote on particular resolutions.
- 11.3 A proxy will only be valid if the document appointing a proxy (and any power of attorney or other authority (if any) under which it is signed) or a properly certified copy is deposited at the Registered Office at least 24 hours before the starting time for the General Meeting or adjourned General Meeting at which the proxy proposes to vote.
- 11.4 No document appointing a proxy will be valid for more than 12 months.
- 11.5 A vote given or ballot demanded by proxy is to be valid despite:-
 - 11.5.1 the revocation of the proxy; or
 - 11.5.2 the death or insanity of the principalunless written notice of the death, insanity or revocation is received at the Registered Office before the start of the General Meeting or adjourned General Meeting at which the proxy is used.
- 11.6 A proxy form will not be valid for any part of a General Meeting at which the Company Member who appointed the proxy is present.

12 COMPANY MEMBERS' WRITTEN RESOLUTIONS

- 12.1 A written resolution approved by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of eligible Company Members (provided that those Company Members would constitute a quorum at a General Meeting) is as valid as if it had been passed at a General Meeting provided that:
 - 12.1.1 a copy of the proposed resolution has been sent to every eligible Company Member;
 - 12.1.2 a simple majority (or in the case of a special resolution a majority of not less than 75%) of Company Members have signified their agreement to the resolution; and
 - 12.1.3 such agreement is contained in an authenticated document that has been received at the Registered Office within the period of 28 days

beginning with the circulation date.

- 12.2 A resolution under Article 12.1 may consist of several documents in similar form each signed by one or more Company Members.

PART D. DIRECTORS

13 APPOINTMENT OF DIRECTORS

- 13.1 The number of Directors must always be the same as the number of Company Members.
- 13.2 Unless the Board decides otherwise:-
- 13.2.1 the minimum number of Directors is 3; and
- 13.2.2 the maximum number of Directors is 8.
- 13.3 Subject to Articles 13.1, 13.4, 13.5 and 13.7, the Board appoints the Directors.
- 13.4
- 13.4.1 Subject to Article 13.5 Directors are appointed for a term of 3 years. At the end of a term of office a Director may be reappointed in accordance with this Article 13 provided that, subject to Article 13.4.2, no Director may serve more than a total of 4 terms of office
- 13.4.2 If a Director has served a total of 4 terms he may not be re-appointed for another term until he has ceased to be a Director for at least 1 year. After that, if he is then re-appointed as a Director, he will be deemed to be entering his first term for the purpose of Article 13.4.1.
- 13.5 In respect of the Directors in office at the time of the adoption of these revised Articles the Board will determine when each of their terms of office will end and whether that is deemed to be their first, second, third, or fourth term of office.
- 13.6 On or before the appointment of a Director the person must confirm his consent to be appointed as a Director in whatever format the Board may require and provide the information necessary to register the person online at Companies House as a Director. The appointment or election of any person as a Director who has not complied with the requirements of this Article 13.4 within one month of election or appointment is to lapse unless the Board resolves that there is good cause for the delay.
- 13.7 A person may not be a Director unless he is a Company Member.

14 OBLIGATIONS OF DIRECTORS

- 14.1 The Board must set out the obligations of every Director to the Board and to the Company in writing. The statement of Directors' obligations is not intended to be exhaustive and the Board must review and may amend it from time to time.

- 14.2 The statement of the obligations of the Directors to the Company must include:-
- 14.2.1 a commitment to its values and objectives (including equal opportunities);
 - 14.2.2 an obligation to contribute to and share responsibility for the Board's decisions;
 - 14.2.3 an obligation to read Board papers and to attend meetings, training sessions and other relevant events;
 - 14.2.4 an obligation to declare relevant interests;
 - 14.2.5 an obligation (subject to any overriding legally binding requirement to the contrary) to keep confidential the affairs of the Board;
 - 14.2.6 an obligation to comply with their statutory and fiduciary duties, including:-
 - 14.2.6.1 to act in the best interests of the Company;
 - 14.2.6.2 to declare any interests a Director may have in matters to be discussed at Board meetings and not put himself in a position where his personal interest or a duty owed to another conflicts with the duties owed to the Company;
 - 14.2.6.3 to secure the proper and effective use of the Company's property;
 - 14.2.6.4 to act personally;
 - 14.2.6.5 to act within the scope of any authority given;
 - 14.2.6.6 to use the proper degree of skill and care when making decisions particularly when investing funds;
 - 14.2.6.7 to act in accordance with the Memorandum and Articles; and
 - 14.2.6.8 a reference to their obligations under the general law.
- 14.3 A Director must sign and deliver to the Board a statement confirming he will meet his obligations to the Board and to the Company within one month of his appointment or election. The Board may change the statement from time to time.

15 RETIREMENT AND REMOVAL OF DIRECTORS

15.1 A Director will cease to hold office if he:-

15.1.1 dies;

15.1.2 ceases to be a Director under the Act or is prohibited by law from being a Director or is disqualified from acting as a charity trustee under the Charities Act 2011;

15.1.3 in the reasonable opinion of the Board, becomes incapable of fulfilling his duties and responsibilities as a Director because of illness or injury and the Board resolves that he be removed as a Director;

15.1.4 is declared bankrupt or makes any arrangement or composition with his creditors;

15.1.5 is in the opinion of the Board guilty of conduct detrimental to the interests of the Company and the Board resolves by a 75% majority of the Directors present and voting that he should be removed provided that the Director concerned has first been given an opportunity to put his case and to justify why he should not be removed as a Director;

15.1.6 resigns by giving written notice to the Secretary;

15.1.7 is absent without good reason from three consecutive Board Meetings held no more frequently than once per month and the Board resolves (by a 75% majority of the Directors present and voting) that he should cease to be a Director;

15.1.8 fails to sign a statement of his obligations under Article 14 within one month of his election or appointment and the Board resolves that he be removed;

15.1.9 becomes an employee of the Company;

15.1.10 his term of office comes to an end and he is not re-appointed in accordance with Article 13; or

15.1.11 ceases to be a Company Member.

16 DIRECTORS' INTERESTS

16.1 Declaration of Interests

16.1.1 If a Director is in any way, directly or indirectly, interested in a proposed transaction or arrangement with the Company, he must

declare the nature and extent of that interest to the other Directors.

16.1.2 In accordance with the Act, the declaration may be made at a Board Meeting or by written notice.

16.1.3 If a declaration of interest proves to be or becomes inaccurate or incomplete a further declaration must be made.

16.1.4 Any required declaration of interest must be made before the Company enters into the transaction or arrangement.

16.1.5 A declaration is not required in relation to an interest of which the Director is not aware or where the Director is not aware of the transaction or arrangement in question. For this purpose a Director is treated as being aware of matters of which he ought reasonably to be aware.

16.1.6 A Director need not declare an interest:

16.1.6.1 if it cannot reasonably be regarded as likely to give rise to a conflict of interests; or

16.1.6.2 if, and to the extent that, the other Directors are already aware of it (and for this purpose the other Directors are treated as being aware of anything of which they ought reasonably to be aware).

16.2 Authorisation of direct conflicts of interest

A Director may enter into a transaction or arrangement with the Company only if and to the extent that such an arrangement is authorised by the Memorandum and Articles of Association.

16.3 Authorisation of indirect conflicts of interest

16.3.1 Where, for whatever reason, a Director has any form of indirect interest in relation to a transaction or arrangement with the Company (which shall include a conflict of a duty) and the transaction or arrangements is not authorised by virtue of any other provision in the Articles then it may be authorised by those Directors not having a conflict provided that:

16.3.1.1 the Director with the conflict (and any other interested Director) is not counted when considering whether or not there is a valid quorum for that part of the meeting and does not vote in relation to the matter giving rise to the conflict; and

16.3.1.2 the Directors who do not have a conflict in relation to the matter in question consider it is in the best interests of the Company to authorise the transaction.

16.3.2 The Directors who do not have a conflict in relation to the matter in question may, in their absolute discretion, determine that the Director with the conflict and/or any other interested Director should absent himself from the part of the meeting at which there is a discussion concerning the transaction or arrangement giving rise to the conflict.

PART E. BOARD MEETINGS

17 FUNCTIONS OF THE BOARD

- 17.1 The Board must direct the Company's affairs in such a way as to promote the Objects. Its functions include:
- 17.1.1 defining and ensuring compliance with the values and objectives of the Company;
 - 17.1.2 establishing policies and plans to achieve those objectives;
 - 17.1.3 approving each year's budget and accounts before publication;
 - 17.1.4 establishing and overseeing a framework of delegation of its powers to Committees and Working Parties (under Article 22) and employees with proper systems of control;
 - 17.1.5 monitoring the Company's performance in relation to its plans budget controls and decisions;
 - 17.1.6 appointing (and if necessary removing) employees;
 - 17.1.7 satisfying itself that the Company's affairs are conducted in accordance with generally accepted standards of performance and propriety; and
 - 17.1.8 ensuring that appropriate advice is taken on the items listed in Articles 17.1.1 to 17.1.7 and in particular on matters of legal compliance and financial viability.

18 POWERS OF THE BOARD

- 18.1 Subject to the Act, the Memorandum and the Articles, the business of the Company is to be managed by the Board who may exercise all of the powers of the Company.
- 18.2 An alteration to the Memorandum or the Articles does not invalidate earlier acts of the Board which would have been valid without the alteration.

19 BOARD MEETINGS

- 19.1 Subject to the Articles, the Board may regulate Board Meetings as it wishes.
- 19.2 Board Meetings may be called by any Director or the Secretary.
- 19.3 The Secretary must give 7 days' notice of Board Meetings to each of the

Directors but it is not necessary to give notice of a Board Meeting to a Director who is out of the United Kingdom.

- 19.4 A Board Meeting which is called on shorter notice than required under Article 19.3 is deemed to have been duly called if at least two Directors certify in writing that because of special circumstances it ought to be called as a matter of urgency.
- 19.5 Questions arising at a Board Meeting are to be decided by a simple majority of votes and, subject to Article 19.6, each Director is to have one vote.
- 19.6 If there is an equality of votes the Chair is entitled to a second or casting vote.
- 19.7 A technical defect in the appointment of a Director or in the delegation of powers to a Committee of which the Board is unaware at the time does not invalidate decisions taken in good faith.

20 QUORUM FOR BOARD MEETINGS

- 20.1 The quorum for Board Meetings is three of the Directors for the time being.
- 20.2 A Director may be part of the quorum at a Board Meeting if he can hear comment and vote on the proceedings through telephone, video conferencing or other communications equipment.
- 20.3 The Board may act despite vacancies in its number but if the number of Directors is less than three then the Board may act only to admit Company Members under Article 2.
- 20.4 At a Board Meeting which remains inquorate for 15 minutes after its starting time or one which becomes inquorate for more than 15 minutes the Directors present may act only to:
 - 20.4.1 adjourn it to such other time and place as they decide;
 - 20.4.2 call a General Meeting; or
 - 20.4.3 admit Company Members under Article 2.
- 20.5 If at the adjourned Board Meeting there are again insufficient Directors present within 15 minutes from the time of the adjourned Board Meeting to constitute a quorum then those Directors who are present (provided that they number at least two) shall constitute a quorum for the purpose of allowing any business of the adjourned Board Meeting to be conducted.

21 CHAIR

- 21.1 The Company must have a Chair who is to be elected by the Board. The Board must decide the period during which he is to hold office and the precise point at which his term of office ends. The Chair may be re-elected by the Board.
- 21.2 The Chair may resign from his position at any time (without necessarily resigning as a Director at the same time).
- 21.3 Where there is no Chair the first item of business at a Board Meeting must be to elect a Chair at least for that meeting.
- 21.4 The Chair may be removed only at a Board Meeting called for the purpose at which a resolution with a majority in favour is passed. The Chair must be given an opportunity to say why he should not be removed.
- 21.5 The Chair is to chair all Board Meetings and General Meetings at which he is present unless he does not wish, or is not able, to do so.
- 21.6 If the Chair is not present within 5 minutes after the starting time of a Board Meeting or is unwilling or unable to chair a Board Meeting, then the Board must elect one of the Directors who is present to chair the Board Meeting.
- 21.7 The functions of the Chair are:-
 - 21.7.1 to act as an ambassador for the Company and to represent the views of the Board to the general public and other organisations;
 - 21.7.2 to ensure that Board Meetings and General Meetings are conducted efficiently;
 - 21.7.3 to give all Directors an opportunity to express their views;
 - 21.7.4 to establish a constructive working relationship with, and to provide support for, the employees;
 - 21.7.5 where necessary (and in conjunction with the other Directors) to ensure that, where the post of any employee is or is due to become vacant, a replacement is found in a timely and orderly fashion;
 - 21.7.6 to encourage the Board to delegate sufficient authority to its Committees to enable the business of the Company to be carried on effectively between Board Meetings;
 - 21.7.7 to ensure that the Board monitors the use of delegated powers; and

21.7.8 to encourage the Board to take professional advice when it is needed and particularly before considering the dismissal of an employee.

22 COMMITTEES AND WORKING PARTIES

22.1 The Board may:

22.1.1 establish Committees consisting of those persons whom the Board decide;

22.1.2 delegate to a Committee any of its powers; and

22.1.3 revoke a delegation at any time.

22.2 The Board may establish Working Parties consisting of those persons whom the Board decide. A Working Party may not take decisions on behalf of the Board but may consider issues in depth with a view to making recommendations to the Board.

22.3 The members of a Committee or a Working Party are to be appointed by the Board but the Board may give a Committee or a Working Party the right to co-opt individuals to its membership. The Board is to determine the chair of each Committee or Working Party.

22.4 Each member of a Committee or Working Party (including the chair) is to hold office from the date of his appointment until the term of office for which he has been appointed expires or until he resigns or is removed by the Board from the Committee or Working Party.

22.5 The Board must determine the quorum for each Committee and Working Party it establishes.

22.6 The Board must specify the financial limits within which any Committee may function. A Working Party can have no authority to incur expenditure.

22.7 Every Committee or Working Party must report its proceedings and decisions to the Board as the Board determines.

23 OBSERVERS

23.1 Subject to Article 23.4, the Board may allow individuals who are not Directors to attend Board Meetings as Observers on whatever terms they decide.

23.2 Observers may not vote but may take part in discussions with the prior consent of the Chair.

23.3 The Board may exclude Observers from any part of a Board Meeting where the Board considers the business is private.

- 23.4 The Board must exclude an Observer from any Board Meeting at which a possible personal benefit to him is being considered.

24 DIRECTORS' WRITTEN RESOLUTIONS

- 24.1 A written resolution signed by all of the Directors entitled to receive notice of a Board Meeting (provided they would constitute a quorum at a Board Meeting) is as valid as if it had been passed at a Board Meeting.
- 24.2 A written resolution signed by all of the members of a Committee (provided they would constitute a quorum of that Committee) is as valid as if it had been passed at a meeting of that Committee.
- 24.3 A resolution under Articles 24.1 or 24.2 may consist of several documents in similar form each signed by one or more of the Directors or Committee members and will be treated as passed on the date of the last signature.

PART F. OFFICERS

25 THE SECRETARY

- 25.1 A Secretary must be appointed by the Board for such a term as the Board decides.
- 25.2 A Secretary may be removed by the Board at any time.
- 25.3 The duties of the Secretary include advising the Board on legal compliance.
- 25.4 If a Director is appointed as Secretary he may not receive any remuneration for acting as such.

26 INDEMNITIES FOR OFFICERS AND EMPLOYEES

- 26.1 No officer or employee is to be liable for losses suffered by the Company except those due to his own dishonesty or gross negligence.
- 26.2 Subject to the Act every Director, officer or employee is to be indemnified by the Company against any liability incurred in the discharge of his duties or in that capacity in defending any civil or criminal proceedings as long as:
 - 26.2.1 judgment is given in his favour (or the proceedings are dealt with without a finding or admission of a material breach of duty by him); or
 - 26.2.2 he is acquitted; or
 - 26.2.3 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 Company.

PART G. STATUTORY AND MISCELLANEOUS

27 MINUTES

- 27.1 The Secretary must keep minutes of all General Meetings.
- 27.2 The Board must arrange for minutes to be kept of all Board Meetings. The names of the Directors present must be included in the minutes.
- 27.3 Copies of the draft minutes of Board Meetings must be distributed to the Directors as soon as reasonably possible after the meeting and in any case seven days before the next Board Meeting (unless the next Board Meeting is an urgent Board Meeting).
- 27.4 Minutes must be approved as a correct record at the next General Meeting (as regards minutes of General Meetings) or Board Meeting (as regards minutes of Board Meetings). Once approved they must be signed by the person chairing the meeting at which they are approved.
- 27.5 The Board must keep minutes of all of the appointments made by the Board.

28 ACCOUNTS ANNUAL REPORT AND ANNUAL RETURN

- 28.1 The Company must comply with the Charities Act 2011 and the Directors must comply with their obligations as charity trustees under the Charities Act 2011 including preparing and filing an annual return, an annual trustees' report and annual accounts with the Charity Commission.
- 28.2 The Company must comply with the Act and the Directors must comply with their obligations as company directors under the Act including preparing and filing the annual accounts and annual confirmation statement with the Registrar of Companies.
- 28.3 The Company must comply with the Act relating to the audit or examination of accounts (to the extent that the law requires).
- 28.4 The annual Directors' report and accounts must contain:-
 - 28.4.1 revenue accounts and balance sheet for the last accounting period;
 - 28.4.2 the auditor's report on those accounts (if applicable); and
 - 28.4.3 the Board's report on the affairs of the Company.
- 28.5 The accounting records of the Company must always be open to inspection by a Director.

29 BANK AND BUILDING SOCIETY ACCOUNTS

- 29.1 All bank and building society accounts must be controlled by the Board and must include the name of the Company.
- 29.2 A cheque or order for the payment of money must be signed in accordance with the Board's instructions.

30 EXECUTION OF DOCUMENTS

- 30.1 Unless the Board decides otherwise, documents which are executed as deeds must be signed by:
- 30.1.1 two Directors; or
- 30.1.2 one Director and the Secretary.

31 NOTICES

- 31.1 Notices under the Articles must be in writing except notices calling Board Meetings (which may be in writing but do not have to be). In this Article writing includes facsimile transmission or email.
- 31.2 A Company Member present in person at a General Meeting is deemed to have received notice of the General Meeting and (where necessary) of the purposes for which it was called.
- 31.3 The Company may give a notice to a Company Member, Director, Secretary or auditor either:
- 31.3.1 personally;
- 31.3.2 by sending it by post in a prepaid envelope;
- 31.3.3 by facsimile transmission;
- 31.3.4 by leaving it at his address; or
- 31.3.5 by email.
- 31.4 Notices under Article 31.3.2 to 31.3.5 may be sent:
- 31.4.1 to an address in the United Kingdom which that person has given the Company;
- 31.4.2 to the last known home or business address of the person to be served; or

31.4.3 to that person's address in the Company's register of Members.

- 31.5 Proof that an envelope containing a notice was properly addressed prepaid and posted is conclusive evidence that the notice was given 48 hours after it was posted.
- 31.6 Proof that a facsimile transmission was made is conclusive evidence that the notice was given at the time stated on the transmission report.
- 31.7 A copy of the notification from the system used by the Company to send emails, that the email has been sent to the particular person, will be conclusive evidence that the notice was sent and such notice will be deemed to have been delivered 24 hours after it was sent.
- 31.8 A notice may be served on the Company by delivering it or sending it to the Registered Office or by handing it to the Secretary.
- 31.9 The Board may make standing orders to define other acceptable methods of delivering notices by electronic mail or other means.

32 STANDING ORDERS

- 32.1 Subject to Article 32.4:
 - 32.1.1 the Board may from time to time make standing orders for the proper conduct and management of the Company; and
 - 32.1.2 the Company in General Meeting may alter, add to or repeal the standing orders.
- 32.2 The Board must adopt such means as they think sufficient to bring the standing orders to the notice of Company Members.
- 32.3 Standing orders are binding on all Company Members and Directors.
- 32.4 No standing order may be inconsistent with or may affect or repeal anything in the Memorandum or the Articles.

PART H: ARTICLES OF FAITH

33 ARTICLES OF FAITH

The articles of faith in accordance with which the Objects shall be furthered are:-

- 33.1 the sovereignty and grace of God the Father, God the Son and God the Holy Spirit in creation, providence, revelation, redemption and final judgement;
- 33.2 the divine inspiration of the Holy Scripture and its consequent entire trustworthiness and supreme authority in all matters of faith and conduct;
- 33.3 the universal sinfulness and guilt of fallen man, making him subject to God's wrath and condemnation;
- 33.4 the substitutionary sacrifice of the incarnate Son of God as the sole and all-sufficient ground of redemption from the guilt and power of sin, and from its eternal consequences;
- 33.5 the justification of the sinner solely by the grace of God through faith in Christ crucified and risen from the dead;
- 33.6 the illuminating, regenerating, indwelling and sanctifying work of God the Holy Spirit;
- 33.7 the priesthood of all believers, who form the universal Church, the Body of which Christ is the Head and which is committed by His command to the proclamation of the Gospel throughout the world; and
- 33.8 the expectation of the personal, visible return of the Lord Jesus Christ in power and glory.