

Company number: 06483098

Charity number: 1124579

ARTICLES OF ASSOCIATION

OF

THE LIGHT AND LIFE FULL GOSPEL FELLOWSHIP

RUSSELL-COOKE | SOLICITORS

Charity and Social Business Team

2 Putney Hill

London

SW15 6AB

Tel: 020 8789 9111

www.russell-cooke.co.uk

File Ref: CG/RMC/125588/10

Company number: 06483098

Charity number: 1124579

THE COMPANIES ACT 2006

Company Limited by Guarantee and not having a Share Capital

ARTICLES OF ASSOCIATION

OF

THE LIGHT AND LIFE FULL GOSPEL FELLOWSHIP

1. Meaning of Words

The rules on how to interpret this document are set out in Article 44. Words in this document that start with a capital letter are defined in Article 44.

2. Objects

2.1 The Objects of the Church are:

- 2.1.1 the advancement of the Christian religion in particular by the propagation of the gospel;
- 2.1.2 to help young people especially but not exclusively through leisure time activities so to develop their physical, mental and spiritual capacities that they may grow to full maturity as individuals, as members of society and that their conditions of life may be improved; and
- 2.1.3 the prevention and relief of poverty, in particular but not exclusively in the London Borough of Lambeth, by providing grants, items and services to individuals in need.

3. Powers

3.1 The Church has the following powers which may be used only to promote the Objects:

Acquisition, management and disposal of assets

- 3.1.1 to buy, take on lease, share, hire or otherwise acquire property of any sort;
- 3.1.2 to sell, lease or otherwise dispose of all or any part of the property belonging to the Church, provided that, where applicable, the Church, and its Governors, comply with sections 117 to 123 of the Charities Act;

- 3.1.3 to borrow money and to charge the whole or any part of the property belonging to the Church as security, provided that if the Church wishes to mortgage land, the Church and its Governors comply with sections 124 to 126 of the Charities Act;
- 3.1.4 to construct, alter, provide, manage, maintain, furnish and fit with all the necessary furniture and other equipment any buildings and any other premises or structures or land;

Staff, agents and advisers

- 3.1.5 subject to Articles 29 and 19, to employ and pay any employees and other staff, consultants, agents and advisers;
- 3.1.6 to make provision for the payment of pensions and other benefits to or on behalf of employees and their dependants;

Funding

- 3.1.7 to raise funds in any way including by way of contribution, grant, subscription, entering into contracts and carrying on trade (but not by means of Taxable Trading) and in its discretion to decline or disclaim any particular contribution;
- 3.1.8 to give or receive guarantees or indemnities;

Activities

- 3.1.9 to promote or undertake study or research and disseminate the useful results of such research;
- 3.1.10 to produce, print and publish anything in or on any media;
- 3.1.11 to provide grants, scholarships, awards or materials in kind and to provide or procure the provision of services, education, training, consultancy, advice, support, counselling or guidance;
- 3.1.12 to promote and advertise the Church's activities and to seek to influence public opinion and policy and regulation implemented or proposed to be implemented by government or statutory authorities or other public bodies by undertaking campaigning;
- 3.1.13 to undertake the administration or management (whether as trustee, agent or otherwise) of any charitable trust;
- 3.1.14 to accept any property upon or on any special trusts, or for any institutions or purposes either specified or to be specified by some person other than the Governors;

Collaboration

- 3.1.15 to establish, promote and otherwise assist in any way any limited company or companies or other bodies, and to establish the same either as a wholly owned subsidiary of the Church or jointly owned with other persons and to finance such bodies by way of loan, share subscription, or other means;

- 3.1.16 to take control of, support, co-operate, federate, merge, join or amalgamate with any other persons;
- 3.1.17 to transfer to or to purchase or otherwise acquire from any person with or without consideration, any property, assets or liabilities, and to perform any of their engagements;
- 3.1.18 to co-operate and enter into any arrangements with any person;

Banking and Insurance

- 3.1.19 to open and operate bank accounts and other banking facilities including by using internet banking or other electronic authentication methods;
- 3.1.20 to insure any risks arising from the Church's activities;
- 3.1.21 to purchase indemnity insurance for the Governors in accordance with and to the extent permitted by the Charities Act;

Investment and Social Investment

- 3.1.22 to make social investments in accordance with Part 14 A of the Charities Act;
- 3.1.23 to invest in any investments, securities or properties;
- 3.1.24 to accumulate and set aside funds for special purposes or as reserves in accordance with a reserves policy;
- 3.1.25 to delegate upon such terms and at such reasonable remuneration as the Church may think fit to an individual, company or firm authorised to give investment advice under the Financial Services and Markets Act 2000 ("the Managers") the management of investments (being assets capable of producing income which may also increase in capital value), provided that:
 - (a) the delegated powers shall be exercisable only within clear policy guidelines set by the Governors;
 - (b) the Managers are under an obligation to report promptly to the Governors the performance of investments managed by them;
 - (c) the Governors are entitled at any time to review, alter or terminate the delegation arrangement;
 - (d) the Governors review the arrangements for delegation at intervals but so that any failure by the Church to undertake such reviews shall not invalidate the delegation; and
 - (e) the Managers must not do anything outside the powers of the Church.
- 3.1.26 to arrange for investments or other property of the Church to be held in the name of a nominee company acting under the control of the Governors or of a financial expert acting under their instructions, and to pay any reasonable fee required; and

Other matters

- 3.1.27 to do anything else within the law which promotes or helps to promote the Objects.

BOARD OF GOVERNORS

4. Powers of the Board

- 4.1 The business of the Church is managed by the Board, which may use all the powers of the Church that are not, by the Companies Act or by these Articles, reserved to the Company Members or to them in their capacity as Company Members.
- 4.2 In carrying out their role, the Governors must comply with the requirements of the Companies Act and the Charities Act.

5. Composition of the Board

- 5.1 The Board consists of no fewer than three and no more than twelve Governors.
- 5.2 The Church must always have a minimum of three Governors.
- 5.3 No person under the age of 16 may be appointed as a Governor.

6. Appointment and terms of office

- 6.1 Governors are appointed by the Governors for such term or terms of office as the Governors shall determine.
- 6.2 In accordance with Article 24.1 the Governors shall become Company Members by virtue of their appointment as Governors.

7. Disqualification, resignation and removal of Governors

- 7.1 A Governor shall cease to be a Governor if the Governor:
- 7.1.1 becomes bankrupt or makes any arrangement or composition with their creditors;
 - 7.1.2 is disqualified by law from serving as a company director unless there is an appropriate exception in place;
 - 7.1.3 is disqualified by law from serving as a charity trustee unless a waiver has been granted;
 - 7.1.4 is considered by the Board to have become incapable, whether mentally or physically, of managing their own affairs and a majority of the other Governors resolve that they must cease to hold office;
 - 7.1.5 resigns by notice in Writing to the Governors (but only if at least three Governors will remain in office when the resignation is to take effect);

- 7.1.6 is absent without permission from three consecutive meetings of the Governors and it is resolved by a majority of the other Governors to remove the Governor;
- 7.1.7 breaches their duties under the Companies Act and in particular the duties for the proper management of conflicts of interest and the Board resolves to remove them by a resolution by 75 per cent. of the other Governors present and voting at a meeting and that prior to such a meeting the Governor in question has been given written notice of the intention to propose such a resolution at the meeting;
- 7.1.8 is removed from office by a resolution of at least 75 per cent of the other Governors present and voting at a Board meeting provided:
 - (a) at least half of the serving Governors are present at the meeting; and
 - (b) prior written notice of meeting and the intention to propose such a resolution has been given to the Governor in question; or
- 7.1.9 dies.

8. Notification of change of Governors

- 8.1 All appointments, retirements or removals of Governors and the Company Secretary (if any) must be notified to the Registrar of Companies and the Charity Commission.

DECISION-MAKING BY THE GOVERNORS

9. Meetings of the Board

- 9.1 The Governors must hold at least four meetings each year.
- 9.2 The Board may meet, adjourn and run its meetings as it wishes, subject to these Articles and the Companies Act.

10. Calling a meeting

- 10.1 The Church, if requested by the Chair or any three Governors, must call a meeting of the Board.

11. Participation in meetings

- 11.1 Board meetings may be held in person, by telephone, or by suitable electronic means agreed by the Board in which all participants may communicate with all other participants.

12. Quorum for Board meetings

- 12.1 The minimum number of Governors needed for business to be done at a Board meeting is three Governors or one third of the Governors rounded up to the nearest whole number (if greater).

- 12.2 A Governor shall not be counted in the quorum at a meeting in relation to a resolution on which that Governor is not entitled to vote.

13. Chair of Board meetings

- 13.1 The Chair or (if the Chair is unable or unwilling to do so) some other Governor chosen by the Governors present presides at each Board meeting.

14. Voting

- 14.1 Matters for decision at any meeting must be decided by a majority of votes and each Governor has one vote (including the Chair).

- 14.2 If the votes are equal, the Chair has a second or casting vote.

15. Resolutions in Writing without a Board meeting

- 15.1 A resolution in Writing Signed by all of the Governors is as valid as if it had been passed at a properly held meeting of the Board. The resolution may consist of several documents in the same form Signed by one or more of the Governors.

16. Officers of the Board

- 16.1 The Governors may appoint or remove the Chair or any other officers that it wishes. Officers shall be appointed from among the Governors, with the exception of the company secretary who may but need not be a Governor.

17. Board's right to act despite vacancies

- 17.1 The Board may act despite any vacancy on the Board, but if the number of Governors falls below the number fixed as the quorum, it may act only to appoint further Governors.

18. Validity of acts done at meetings

- 18.1 If it is discovered that there was some defect in the procedure at a meeting or the appointment of a Governor, anything done before the discovery is valid.

19. Conflicts of Interest

- 19.1 For the purposes of this Article 19, "**Conflict of Interest**" means any direct or indirect interest of a Governor (whether personally or by virtue of a duty of loyalty to another organisation or otherwise) that conflicts, or may conflict with the interests of the Church, because the Governor or a Connected Person may receive a benefit from the Church, or has some separate interest or duty in a matter to be decided, or in relation to information which is confidential to the Church.

- 19.2 Subject to Article 19.4, whenever a Governor is in a situation that gives rise to, or is reasonably likely to give rise to, a Conflict of Interest, the Governor must:

19.2.1 fully declare the nature and extent of the interest before discussion begins on the matter,

19.2.2 withdraw from the meeting or discussion for that item, after providing any information requested by the other Governors,

- 19.2.3 not be counted in the quorum for that part of the meeting or decision-making process,
 - 19.2.4 be absent during the vote and have no vote on the matter, and
 - 19.2.5 comply with any other requirement which the other Governors resolve is necessary.
- 19.3 If any question arises as to whether a Governor has a Conflict of Interest, the question must be decided by a majority decision of the other Governors.
- 19.4 When any Governor has a Conflict of Interest, the Governors who do not have a Conflict of Interest (if they form a quorum without counting the Governor and are satisfied that it is in the best interests of the Church to do so) may by resolution passed in the absence of the Governor permit the Governor, notwithstanding any Conflict of Interest which has arisen or may arise for the Governor, to:
 - 19.4.1 continue to participate in discussions leading to the making of a decision, or to vote, or both,
 - 19.4.2 disclose to a third party information confidential to the Church,
 - 19.4.3 take any other action not otherwise authorised which does not involve the receipt by the Governor (or a Connected Person) of any payment or Material Benefit from the Church, or
 - 19.4.4 refrain from taking any step required to remove the conflict.
- 19.5 Where a Governor has a Conflict of Interest which has been declared to the Governors, the Governor shall not be in breach of that Governor's duties to the Church by withholding confidential information from the Church if to disclose it would result in a breach of any other duty or obligation of confidence, provided that a Governor may not withhold information relating to a direct or indirect personal benefit for the Governor.
- 19.6 The Governors shall observe the other duties and rules in the Companies Act, and such other rules as the Board adopts, in relation to the management of Conflicts of Interest.
- 19.7 Nothing contained in this Article shall authorise a Governor to receive any benefit not permitted elsewhere in these Articles.

20. Regulations

- 20.1 The Board may make such regulations, by-laws or standing orders as it sees fit. These must not be inconsistent with the Articles or such that they would otherwise need to be made by a Special Resolution. No regulation may be made which invalidates any prior act of the Board which would otherwise have been valid.

DELEGATION BY THE BOARD AND COMMITTEES

21. Delegation by the Board

- 21.1 Subject to the Articles, the Governors may delegate any of the powers which are conferred on them under the Articles:
- 21.1.1 to such person or committee;
 - 21.1.2 by such means (including by power of attorney);
 - 21.1.3 to such an extent;
 - 21.1.4 in relation to such matters; and
 - 21.1.5 on such terms and conditions;
- as they think fit.
- 21.2 If the Governors so specify, any such delegation may authorise further delegation of the Governors' powers by any person to whom, or committee to which, they are delegated.
- 21.3 The Governors may revoke any delegation in whole or part, or alter its terms and conditions.

22. Delegation to committees

- 22.1 Any delegation to a committee must specify those who are to serve on the committee and the Board may co-opt any person who is not a Governor to serve on a committee.
- 22.2 All acts and proceedings of a committee must be reported to the Board as soon as possible.
- 22.3 A committee must not knowingly incur expenditure or liability on behalf of the Church except where authorised by the Board in accordance with a budget approved by the Board.
- 22.4 A committee may elect a chair of its meetings if the Board does not nominate one.
- 22.5 If at any meeting the committee's chair is not present within ten minutes after the appointed starting time, the committee members present may choose one of their number to be chair of the meeting.

23. Meetings of Committees

- 23.1 Unless the terms of reference for a committee provide otherwise:
- 23.1.1 a committee may meet and adjourn whenever it chooses;
 - 23.1.2 questions at a committee meeting must be decided by a majority of votes of the committee members present and in the case of an equality of votes, the chair of the committee meeting shall have a casting vote; and
 - 23.1.3 a committee must have minutes entered in minute books.

MEMBERS AND MEMBERSHIP

24. Company Membership

- 24.1 Company Membership is open only to the Governors. A Governor shall automatically be admitted as a Company Member on being appointed as a Governor; and cease to be a Company Member on ceasing to be a Governor.
- 24.2 Company Membership is not transferrable.

25. Register of Company Members

- 25.1 The Church shall maintain a register of Company Members with an entry for each Company Member showing the Company Member's name and address and the date on which the Company Member became a Company Member and ceased to be a Company Member. The register of members must be kept at the Office or at a single alternative inspection location.
- 25.2 The register must be made available for inspection:
 - 25.2.1 by any Company Member without charge; and
 - 25.2.2 by any other person within five working days of receiving a request that is for a proper purpose in accordance with the Companies Act, and subject to the payment of a fee at a level that is permitted by law.

26. Written Agreement to Resolution

- 26.1 Except in the case of a resolution to remove a Governor or the auditors before the expiry of their term, Company Members may pass a written resolution without a meeting being held, provided that:
 - 26.1.1 it is in Writing;
 - 26.1.2 a copy of the proposed resolution has been sent to every eligible Company Member;
 - 26.1.3 in the case of a Special Resolution it must be stated on the resolution that it is a Special Resolution, and it must be Signed by at least 75 per cent. of Company Members entitled to receive notice of and to attend general meetings;
 - 26.1.4 in the case of an Ordinary Resolution it must be Signed by a majority of Company Members entitled to receive notice of and to attend general meetings; and
 - 26.1.5 it is contained in a document which has been received at the Office within the period of 28 days beginning with the circulation date.
- 26.2 A written resolution may consist of two or more documents in identical form Signed by Company Members and is passed when the required majority of eligible Company Members have signified their agreement to it.

27. General Meetings

- 27.1 Subject to the provisions of the Companies Act, the Company shall dispense with the holding of general meetings. The Company shall pass resolutions by means of written resolutions.

- 27.2 Except where otherwise provided by the Articles or the Companies Act, a written resolution (whether an Ordinary or a Special Resolution) is as valid as an equivalent resolution passed at a general meeting.
- 27.3 Where the Act requires or the Company Members request a meeting to be held, the provisions of the model articles contained in the Companies (Model Articles) Regulations (SI 2008/3229), as amended from time to time, relating to the holding of meetings for private companies limited by guarantee shall apply.

PERMITTED BENEFITS

28. Use of funds and property

- 28.1 No part of the Church's funds or property shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any Company Member except to any such Company Member that is a charity (as defined in the Charities Act 2011) with one or more charitable objects which is or are the same as or substantially similar to one or more objects of the Church.
- 28.2 Nothing in this Article 28 shall prevent a Company Member of the Church or a Governor receiving any benefit as a beneficiary (provided that such benefit shall be available in the same form to other beneficiaries who are not Governors).

29. Permitted benefits

- 29.1 A Governor or Connected Person must not receive any payment of money or other Material Benefit (whether directly or indirectly) from the Church, except as set out in Articles 29.2, 29.3 and 29.4.
- 29.2 A Governor or Connected Person may receive the following benefits from the Church:

29.2.1 reasonable and proper remuneration for acting as Pastor, provided that:

- (a) the remuneration paid to the Pastor is reasonable in relation to the services rendered to the Church by the Pastor and the income of the Church;
- (b) the Pastor shall withdraw, during the relevant discussions, from all meetings of the Governors at which their own employment, instruction, performance or remuneration are under discussion;
- (c) the Pastor shall not be eligible to vote on any resolution relating to their employment by the Church or to their remuneration by the Church;
- (d) at any time only one Governor may be employed by the Church in the post of Pastor; and
- (e) the Board of Governors is satisfied that the employment by the Church of that person, notwithstanding that they are also Governor or Connected Person, is in the best interests of the Church.

- 29.2.2 reasonable and proper remuneration for any goods or services actually rendered to the Church or a subsidiary of the Church (excluding the service of acting as a Governor and services performed by a Governor as an employee of the Church), provided that:
- (a) no more than half of the Governors may be so remunerated in any financial year (and for these purposes such provision shall be treated as applying to a Governor if it applies to a person who is a Connected Person in relation to that Governor);
 - (b) no resolution to approve such remuneration to a Governor shall be effective unless it is passed at a meeting of the Board of Governors;
 - (c) a Governor shall not vote on any resolutions relating to their remuneration (or relating to a Connected Person of a Governor) and the procedure described in Article 19 (Conflicts of Interest) must be followed in considering the remuneration of the Governor or a Connected Person and in relation to any other decisions regarding the remuneration authorised by this Article;
 - (d) the remuneration or maximum remuneration payable to the Governor or Connected Person shall be set out either in the resolution approving such remuneration or in a written agreement between the Governor and the Church; and
 - (e) the Governors are satisfied that the provision of services by that Governor on the terms proposed are in the best interests of the Church.
- 29.2.3 reasonable interest on the money lent by a Governor or Connected Person to the Church;
- 29.2.4 reasonable and proper payment to a company of which the Governor or Connected Person does not hold more than 1% of the shares or voting power;
- 29.2.5 reasonable and proper rent for premises demised or let by any Governor or Connected Person; or
- 29.2.6 any payment or benefit with the prior written approval of Court or the Charity Commission.
- 29.3 A Governor may also receive the following from the Church:
- 29.3.1 reasonable out-of-pocket expenses;
 - 29.3.2 reasonable and proper premiums in respect of any trustee indemnity insurance policy taken out pursuant to Article 3.1.21 above; or
 - 29.3.3 any payment to a Governor under the indemnity provisions in these Articles.
- 29.4 A Governor or Connected Person may only be employed by, or receive any Material Benefit from the Church which is not otherwise authorised in this Article 29, if the

remuneration, payment or benefit is authorised by the Court or the Charity Commission.

- 29.5 No Governor shall vote on or be present during the discussion of, or the authorisation of, any decision in respect of matters set out in Article 29 applicable to that Governor or Connected Person except where it relates to the approval of the purchase of indemnity insurance pursuant to Article 29.3.2 or the payment of an indemnity pursuant to Article 29.3.3, in each case where such payment is to be made to or for the benefit of a majority of the Governors.

30. Indemnity of Governors

- 30.1 For the purposes of this Article 30, “**Relevant Governor**” means any Governor or former Governor of the Church.
- 30.2 Without prejudice to any indemnity to which a Relevant Governor may otherwise be entitled, the Church shall indemnify every Relevant Governor out of the assets of the Church against all costs and liabilities incurred by the Relevant Governor in that capacity to the extent permitted by the Companies Act.
- 30.3 To the extent permitted by law, the Church may provide funds to every Relevant Governor to meet expenditure incurred or to be incurred by them in any proceedings (whether civil or criminal) brought by any party which relate to anything done or omitted or alleged to have been done or omitted by them as a Relevant Governor, provided that they will be obliged to repay such amounts no later than:
- 30.3.1 if they are convicted in proceedings, the date when the conviction becomes final; or
 - 30.3.2 if judgment is given against them in proceedings, the date when the judgment becomes final; or
 - 30.3.3 if the court refuses to grant them relief on any application under the Companies Act, the date when refusal becomes final.

ADMINISTRATIVE MATTERS

31. Appointment and Removal of a Company Secretary

- 31.1 The Board may (but need not) appoint and remove a Company Secretary in accordance with the Companies Act and may decide their period of office, pay and any conditions of service.

32. Appointment of Reporting Accountants or Auditors

- 32.1 The Church must appoint properly qualified reporting accountants or properly qualified auditors if the level of the Church's income or assets from time to time makes this a legal requirement.

33. Honorary Officers

- 33.1 The Board may appoint and remove any person for such terms as they think fit as the President or Patron of the Church. Such posts are honorary only and carry no vote or other rights.

34. Records

- 34.1 The Board must keep records of:
- 34.1.1 all proceedings at Board meetings (including the names of the Governors present);
 - 34.1.2 all written resolutions
 - 34.1.3 all reports of committees
 - 34.1.4 all proceedings at general meetings; and
 - 34.1.5 all professional advice received.
- 34.2 Board minutes must be kept for a minimum of 10 years from the date of the meeting.

35. Articles, accounts and other statutory records

- 35.1 The Accounts, the Articles and any Regulations must be kept at the Office or at a single alternative inspection location decided by the Board.
- 35.2 The Articles and any Regulations must be available for inspection by the Company Members of the Church and any Company Member who requests a copy of the Articles must be sent a copy.
- 35.3 The Accounts must always be open to inspection by Governors.

36. Accounts and returns

- 36.1 The Governors must comply with the requirements of the Companies Act and of the Charities Act as to keeping financial records, the audit or examination of Accounts and the preparation of Accounts, and annual reports and returns.
- 36.2 The Board must, for each financial year, send a copy of its annual Accounts and reports (or if applicable summary financial statements) to every person who is entitled to receive notice of general meetings at the same time as they file the Accounts with Companies House, within 9 months of the end of the Church's financial year.
- 36.3 Copies need not be sent to a person for whom the Church does not have a current address (as defined in the Companies Act).
- 36.4 To the extent required by law, the Board must file the Accounts and reports (or summary financial statements) with Companies House within 9 months of the end of the Church's financial year or within any other deadlines specified by law.
- 36.5 The Board must file with the Charity Commission the Accounts and reports (or summary financial statements) and all annual returns and other documents that are required to be filed, within 10 months of the end of the Church's financial year or any other deadlines specified by the Charity Commission.

37. Seal

- 37.1 The Seal may only be used by the authority of the Directors or of a committee of the Directors authorised by the Directors.
- 37.2 The Directors may determine by what means and in what form the Seal is to be used.
- 37.3 Unless otherwise decided by the Directors, if the Seal is affixed to a document, the document must also be signed by at least one authorised person in the presence of a witness who attests the signature.
- 37.4 For the purposes of this Article, an authorised person is:
 - 37.4.1 any Director;
 - 37.4.2 the secretary (if any); or
 - 37.4.3 any person authorised by the Directors for the purpose of signing documents to which the Seal is applied.

38. Registered Office

- 38.1 The registered office of the Church will be in England and Wales.

39. Service of Notices

- 39.1 The Church may provide notices, accounts or other documents to any Company Member either:
 - 39.1.1 in person; or
 - 39.1.2 by hand-delivery or ordinary post to the Company Member's registered address;
 - 39.1.3 if the Company Member has provided the Church with an email address, by email to that address (subject to the Company Member having consented to receipt of the notice, documents or accounts in this way); or
 - 39.1.4 in accordance with the provisions for communication by website set out below.
- 39.2 If a Company Member lacks a registered postal address within the United Kingdom, the notice, accounts or documents may be sent to any postal address within the United Kingdom which the Company Member has provided to the Church for that purpose, or in accordance with the other methods set out in Article 39.1.
- 39.3 If a notice, accounts or other documents are sent by post, they will be treated as having been served by the Church correctly addressing, pre-paying and posting a sealed envelope containing them. If sent by email they will be treated as properly sent if the Church receives no indication that they have not been received.
- 39.4 Any notice or other document sent in accordance with these Articles is to be treated as having been received:

- 39.4.1 if sent by post, 48 hours after the envelope containing them was posted if posted by first class post and 72 hours after posting if posted by second class post or overseas post;
 - 39.4.2 if sent by email, 24 hours after having been properly sent; or
 - 39.4.3 immediately on being handed to the recipient personally.
- 39.5 The Church may assume that any e-mail address provided to it by a Company Member remains valid unless the Company Member informs the Church that it is not.
- 39.6 Where a Company Member has informed the Church in Writing of their consent, or has given deemed consent in accordance with the Companies Act, to receive notices, accounts or other documents from the Church by means of a website, such information will be validly given if:
 - 39.6.1 the Church sends that Company Member a notification informing them that the documents forming part of the notice, the accounts or other documents, may be viewed on a specified website;
 - 39.6.2 the notification provides the website address, and the place on the website where the information may be accessed and an explanation of how it may be accessed;
 - 39.6.3 (if the information relates to a general meeting) the notification states that it concerns a notice of a general meeting and give the place, date and time of the meeting; and
 - 39.6.4 the notice is available on the website throughout the notice period until the end of the meeting in question.

40. Irregularities

- 40.1 The making of any decision, or the proceedings at any meeting of the Governors, Company Members or a committee shall not be invalidated by reason of:
 - 40.1.1 any accidental informality or irregularity (including any accidental omission to give, or any non-receipt of, notice,) or
 - 40.1.2 the lack of qualification in any of the persons present and voting,
- unless a provision of the Companies Act specifies that the informality, irregularity or lack of qualification shall exclude it.

41. Amendments to these Articles

- 41.1 No changes can be made to these Articles which would cause the Church to cease to be a charity in law.
- 41.2 Changes can only be made to the following Articles with the prior written consent of the Charity Commission:
 - 41.2.1 the Objects;

- 41.2.2 any provision relating to what happens to the Church's property on winding up; or
- 41.2.3 any provision which would provide for any benefit to be obtained by Governors or persons connected with them.
- 41.3 The Church must notify the Charity Commission and Companies House of any changes to the Articles.
- 42. Limited liability and guarantee**
- 42.1 Each Company Member undertakes to pay £1 in the event of the Church being wound up or dissolved while they are a Company Member or within one year after ceasing to be a Company Member, towards:
 - 42.1.1 payment of the debts and liabilities of the Church incurred before they ceased to be a Company Member;
 - 42.1.2 payment of the costs, charges and expenses of winding up; and
 - 42.1.3 adjustment of the rights of the contributories among themselves.
- 42.2 The liability of the Company Members is limited to £1.
- 43. Winding-up of the Church**
- 43.1 The Board or a general meeting may decide at any time to dissolve the Church.
- 43.2 If the Church is wound-up or dissolved, and there remains any property after all debts and liabilities have been met, the property must be given or transferred to some other charitable institution or institutions. This other institution(s) must have objects which are similar to those of the Church.
- 43.3 The institution or institutions will be chosen by the Governors of the Church at or before the time when the Church is wound-up or dissolved.

DEFINITIONS

44. Meaning of Words

- 44.1 In these Articles the following words will have the meanings shown opposite them, unless the context indicates another meaning:

Words	Meanings
"Articles"	these Articles of Association which are the governing document of the Church;
"Board"	the board of Governors of the Church, the members of which are the company directors and charity trustees of the Church;
"Chair"	the Chair of the Board of Governors or any person discharging the functions of the Chair;

“Charities Act”	the Charities Act 2011;
“Church”	the charitable company regulated by these Articles;
“Charity Commission”	the Charity Commission for England and Wales;
“Clear Days”	in relation to a period of notice, the period excluding the day on which notice is given or deemed to be given and the date of the event to which the notice relates;
“Companies Act”	the Companies Acts (as defined in s.2 Companies Act 2006) in so far as they apply to the Church;
“Connected Person”	<p>any person falling within one of the following categories:</p> <ul style="list-style-type: none"> a) any spouse, civil partner, parent, child, brother, sister, grandparent or grandchild of a Governor; b) the spouse or civil partner of any person in (a); c) any person who carries on business in partnership with a Governor or with any person in (a) or (b); d) an institution which is controlled by either a Governor, any person in (a), (b) or (c), or a Governor and any person in (a), (b) or (c), taken together; or e) a corporate body in which a Governor or any person in (a), (b) or (c) has a substantial interest, or two or more such persons, taken together, have a substantial interest. <p>Sections 350 to 352 of the Charities Act apply for the purposes of interpreting the terms used in this definition;</p>
“Material Benefit”	a benefit, direct or indirect, which may not be financial but has a monetary value;
“Company Member”	a company member of the Church;
“Month”	a calendar month;
“Objects”	the charitable Objects of the Church as defined in Article 2.1;

“Office”	the registered office of the Church;
“Ordinary Resolution”	a resolution agreed by a simple majority of the Company Members present and voting at a general meeting, or, in the case of a written resolution, by Company Members who together hold a simple majority of the voting rights;
“Regulations”	any rules, standing orders or regulations made in accordance with these Articles;
“Seal”	the common seal of the Church, if any;
“Signed”	shall include such forms of authentication that are permitted by law;
“Special Resolution”	a resolution agreed by a 75% majority of Company Members present and voting at a general meeting, or, in the case of a written resolution, by Company Members who together hold 75% of the voting rights;
“Taxable Trading”	carrying on a trade or business for the principal purpose of raising funds and not for the purpose of actually carrying out the Objects, the profits of which are subject to corporation tax;
“Governors”	the directors and charity trustees of the Church;
“United Kingdom”	Great Britain and Northern Ireland; and
“Written” or “in Writing”	the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

44.2 In these Articles:

- 44.2.1 The words “person” or “people” includes other charities, including charitable incorporated organisations, royal charter corporations, companies, trusts, societies or associations, government departments or statutory authorities and other individuals, corporations, partnerships or other incorporated or unincorporated bodies.
- 44.2.2 Apart from the words defined above, any words or expression defined in the Companies Act, or the Charities Act, will have the same meanings in these Articles, unless the context indicates another meaning.
- 44.2.3 References to an Act of Parliament are to that Act as amended or re-enacted from time to time and to any subordinate legislation made under it.
- 44.2.4 The words “include(s)”, “including” or “in particular” are deemed to have the words “without limitation” following them. Where the context permits, the words “other” and “otherwise” are illustrative and shall not limit the sense of the words preceding them.