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**CERTIFICATE OF INCORPORATION
OF A
PRIVATE LIMITED COMPANY**

Company No. 6873912

The Registrar of Companies for England and Wales hereby certifies that

GLASTONBURY ABBEY

is this day incorporated under the Companies Act 1985 as a private company and that the company is limited.

Given at Companies House on **8th April 2009**



N06873912N



Companies House
— for the record —



**THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES**

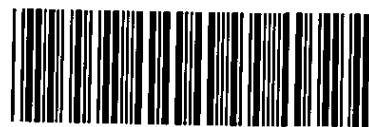
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Companies Acts 1985 to 2006

Company limited by guarantee

**MEMORANDUM OF ASSOCIATION OF
GLASTONBURY ABBEY**

SATURDAY



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COMPANIES HOUSE

1 NAME

The name of the **Charity** is Glastonbury Abbey.

2 REGISTERED OFFICE

The registered office of the Charity is to be in England and Wales.

3 OBJECTS

The **Objects** are:

- 3.1 to preserve the fabric and the grounds of Glastonbury Abbey ruins for the public benefit; and
- 3.2 to use Glastonbury Abbey to advance religion in accordance with the doctrines of the Church of England; and
- 3.3 to educate the public in the historic and religious importance of Glastonbury Abbey (including the skills and learning associated with it).

4 POWERS

The Charity has the following powers, which may be exercised only in promoting the **Objects**:

- 4.1 To acquire, or undertake any of the assets liabilities and engagements of, any charity having **Objects** altogether or in part similar to those of the Charity.
- 4.2 To act as the Trustee of the Glastonbury Abbey Trust.
- 4.3 To provide a museum or visitor centre illustrating the history, archaeology and architecture of Glastonbury Abbey.
- 4.4 To provide such other visitor facilities as the **Trustees** may from time to time consider necessary or desirable (but not by means of **taxable trading**).
- 4.5 To promote or carry out research.
- 4.6 To provide advice.
- 4.7 To publish or distribute information.
- 4.8 To co-operate with other bodies.

- 4.9 To support, administer or set up other charities.
- 4.10 To raise funds (but not by means of taxable trading).
- 4.11 To borrow money and give security for loans (but only in accordance with the restrictions imposed by the **Charities Act**).
- 4.12 To acquire or hire property of any kind.
- 4.13 To let or dispose of property of any kind (but only in accordance with the restrictions imposed by the Charities Act).
- 4.14 To make grants or loans of money and to give guarantees.
- 4.15 To set aside funds for special purposes or as reserves against future expenditure.
- 4.16 To deposit or invest in funds in any manner (but to invest only after obtaining such advice from a **financial expert** as the Trustees consider necessary and having regard to the suitability of investments and the need for diversification).
- 4.17 To delegate the management of investments to a financial expert, but only on terms that:
 - 4.17.1 the investment policy is set down in **writing** for the financial expert by the Trustees;
 - 4.17.2 every transaction is reported promptly to the Trustees;
 - 4.17.3 the performance of the investments is reviewed regularly with the Trustees;
 - 4.17.4 the Trustees are entitled to cancel the delegation arrangement at any time;
 - 4.17.5 the investment policy and the delegation arrangement are reviewed at least once a **year**;
 - 4.17.6 all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Trustees on receipt; and
 - 4.17.7 the financial expert must not do anything outside the powers of the Trustees.
- 4.18 To arrange for investments or other property of the Charity to be held in the name of a **nominee company** acting under the control of the Trustees or of a financial expert acting under their instructions, and to pay any reasonable fee required.
- 4.19 To deposit documents and physical assets with any company registered or having a place of business in England and Wales as **custodian**, and to pay any reasonable fee required.
- 4.20 To insure the property of the Charity against any foreseeable risk and take out other insurance policies to protect the Charity when required.
- 4.21 To pay for **indemnity insurance** for the Trustees.
- 4.22 Subject to clause 5, to employ paid or unpaid agents, staff or advisers.

- 4.23 To enter into contracts to provide services to or on behalf of other bodies.
- 4.24 To establish or acquire subsidiary companies to assist or act as agents for the Charity.
- 4.25 To pay the costs of forming the Charity.
- 4.26 To do anything else within the law which promotes or helps to promote the Objects.

5 BENEFITS TO MEMBERS AND TRUSTEES

- 5.1 The property and funds of the Charity must be used only for promoting the Objects and do not belong to the **members** but:
 - 5.1.1 members who are not Trustees may be employed by or enter into contracts with the Charity and receive reasonable payment for goods or services supplied;
 - 5.1.2 members (including Trustees) may be paid interest at a reasonable rate on money lent to the Charity;
 - 5.1.3 members (including Trustees) may be paid a reasonable rent or hiring fee for property or equipment let or hired to the Charity; and
 - 5.1.4 individual members (including Trustees) who are also beneficiaries of the Charity may receive charitable benefits in that capacity.
- 5.2 A Trustee must not receive any payment of money or other **material benefit** (whether directly or indirectly) from the Charity except:
 - 5.2.1 as mentioned in clauses 4.21 (indemnity insurance), 5.1.2 (interest), 5.1.3 (rent), 5.1.4 (charitable benefits) or 5.3 (contractual payments);
 - 5.2.2 reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in the administration of the Charity;
 - 5.2.3 an indemnity in respect of any liabilities properly incurred in running the Charity (including the costs of a successful defence to criminal proceedings);
 - 5.2.4 payment to any company in which a Trustee has no more than a 1 per cent shareholding; and
 - 5.2.5 in exceptional cases, other payments or benefits (but only with the written approval of the **Commission** in advance).
- 5.3 A Trustee may not be an employee of the Charity, but a Trustee or a **connected person** may enter into a contract with the Charity to supply goods or services in return for a payment or other material benefit if:
 - 5.3.1 the goods or services are actually required by the Charity;
 - 5.3.2 the nature and level of the benefit is no more than reasonable in relation to the value of the goods or services and is set at a meeting of the Trustees in accordance with the procedure in clause 5.4; and

5.3.3 no more than one third of the Trustees are interested in such a contract in any **financial year**.

5.4 Whenever a Trustee has a personal interest in a matter to be discussed at a meeting of the Trustees or a committee, he or she must:

5.4.1 declare an interest before the meeting or at the meeting before discussion begins on the matter;

5.4.2 be absent from the meeting for that item unless expressly invited to remain in order to provide information;

5.4.3 not be counted in the quorum for that part of the meeting; and

5.4.4 be absent during the vote and have no vote on the matter.

5.5 For any transaction authorised by this clause 5, the Trustees' duty under the Companies Act 2006 to avoid a conflict of interest with the Charity shall be disapplied provided the relevant provisions of clause 5.4 have been complied with.

5.6 This clause may not be amended without the written consent of the Commission in advance.

6 LIMITED LIABILITY

The liability of members is limited.

7 GUARANTEE

Every member promises, if the Charity is dissolved while he, she or it remains a member or within 12 months afterwards, to pay up to £10 towards the costs of dissolution and the liabilities incurred by the Charity while he or she was a member.

8 DISSOLUTION

8.1 If the Charity is dissolved, the assets (if any) remaining after provision has been made for all its liabilities must be applied in one or more of the following ways:

8.1.1 by transfer to one or more other bodies established for exclusively charitable purposes within, the same as or similar to the Objects;

8.1.2 directly for the Objects or for charitable purposes which are within or similar to the Objects;

8.1.3 in such other manner consistent with charitable status as the Commission approve in writing in advance.

8.2 A final report and statement of account must be sent to the Commission.

9 APPOINTMENT OF TRUSTEES

9.1 The power of appointment of the directors ("the Trustees" which expression here does not include any ex-officio Trustees) of the company governed by this Memorandum of Association and its Articles of Association ("the Charity") is vested in the Bishop of the Diocese of Bath and Wells ("the Bishop" which expression, in the event of a vacancy in the See, includes the Suffragan Bishop of the Diocese of Bath

and Wells exercising the functions of the Diocesan Bishop during the vacancy) and the wording of this clause 9.1 including sub clauses 9.1.1 and 9.1.2 and 9.1.3 may not be altered.

- 9.1.1 The Bishop may acting promptly and reasonably refuse to appoint as a Trustee any person recommended to him for appointment (including any person nominated for appointment).
- 9.1.2 The Bishop may acting promptly and reasonably propose to the Chairman of the Trustees ("the Chairman") persons to be considered for appointment as a Trustee.
- 9.1.3 If the Chairman shall give notice to the Bishop recommending a person for appointment as a Trustee (including any person nominated for appointment) and if the Bishop shall fail to give notice to the Chairman of his decision to appoint or refuse to appoint such person as a Trustee within three months of the Bishop being given such notice by the Chairman then the Trustees may themselves appoint such person as a Trustee.

10 INTERPRETATION

- 10.1 Words and expressions defined in the **Articles** have the same meanings in the **Memorandum**.
- 10.2 References to an Act of Parliament are references to that Act as amended or re-enacted from time to time and to any subordinate legislation made under it.

We wish to be formed into a company under this Memorandum of Association:

NAMES & ADDRESSES OF SUBSCRIBERS

SUBSCRIBERS' SIGNATURES

Name ^{SA} ~~Steven~~ Alan Bocquet

SA Bocquet

Address Higher Wick House
Maidencroft Lane
Glastonbury
BA6 8JN

Dated

31 March 2009

Name Robert William Dunning

R Dunning

Address Musgrove Manor East
Barton Close
Taunton
TA1 4RU

Dated

31 March 2009

Name Mark Durant Ellis

Mark D. Ellis

Address St Michael's Vicarage
Yeovil
BA21 4LH

Dated

~~31~~ 31 March 2009

Name Charles Anthony Simon

CA Simon

Address Cary House
South Cary Lane
Castle Cary
BA7 7ER

Dated

31 March 2009

Name Janice Emily White

J White

Address Newmeads Farm
Wick
Glastonbury
BA6 8JS

Dated

31 March 2009

Name Kelvin George John Williams

Kelvin George John Williams

Address Highlands
Knowleyards Road
Middlezoy
TA7 0NY

Dated

31.3.09

Witness to the above signatures

Name

Matthew Clements

Address

Fox Hollies

Badminton Hill

Bath BA2 6LA

Occupation

*The Custodian
of Glastonbury Abbey*

Signature

Matthew Clements

**ARTICLES OF ASSOCIATION OF
GLASTONBURY ABBEY**

1 MEMBERSHIP

- 1.1 The Charity must maintain a register of **members**.
- 1.2 The Bishop and the subscribers to the Memorandum are the first members. Thereafter, the membership when complete shall be made up as set out below.
- 1.3 The members shall be divided into two classes, each of which shall have distinct rights and be subject to distinct restrictions as set out in the Memorandum and the Articles. Any resolution to alter the Memorandum or the Articles in a way which alters the rights of the A member may only be passed with the prior written consent of the A member.
- 1.4 The two classes shall be made up as follows:

Class	Number of members
The A member	1
<ul style="list-style-type: none">The Bishop of the Diocese of Bath and Wells or, in the event of a vacancy in the See, the Suffragan Bishop of the Diocese of Bath and Wells exercising the functions of the Diocesan Bishop during the vacancy.	
B members	up to 16
<ul style="list-style-type: none">The subscribers to the Memorandum and any other person who is a Trustee of the Charity.	

- 1.5 All members who are not subscribers to the Memorandum must sign the register of members or consent **in writing** to become a member.
- 1.6 The Trustees may establish a scheme of **informal membership** and set the amount of any subscription applicable to it.
- 1.7 Membership of B members is terminated if the B member concerned:
- 1.7.1 gives **written** notice of resignation to the Charity;
- 1.7.2 dies;
- 1.7.3 is more than six months in arrear in paying the relevant subscription, if any (but in such a case the member may be reinstated on payment of the amount due); or
- 1.7.4 is removed from membership by resolution of the Trustees on the ground that in their reasonable opinion the member's continued

membership is harmful to the Charity. The Trustees may only pass such a resolution after notifying the member in writing and considering the matter in the light of any written representations which the member concerned puts forward within **14 clear days** after receiving notice;

1.7.5 ceases to be a Trustee.

1.8 Membership of the Charity is not transferable.

2 GENERAL MEETINGS

2.1 Members are entitled to attend general meetings personally or by proxy. Proxy forms must be delivered to the **Secretary** at least 24 hours before the meeting. General meetings are called on at least 14 clear days' written notice specifying the time and place of the meeting and the general nature of the business to be discussed.

2.2 There is a quorum at a general meeting if the number of members present in person or by proxy is at least 4 members.

2.3 The **Chairman** or (if the Chairman is unable or unwilling to do so) some other member elected by those present presides at a general meeting (save that the Bishop may preside at the **AGM**).

2.4 Except where otherwise provided by the Memorandum the Articles or the **Companies Act**, every issue is decided by a majority of the votes cast.

2.5 Every A and B member present in person or by proxy has one vote on each issue.

2.6 A written resolution signed by an appropriate percentage of those entitled to vote at a general meeting is as valid as a resolution actually passed at a general meeting. For this purpose:

2.6.1 the written resolution may be set out in more than one document and will be treated as passed on the date of the last signature;

2.6.2 a written ordinary resolution may be passed by members representing a simple majority (that is more than 50%) of those entitled to vote at a general meeting;

2.6.3 a written special resolution may be passed by members representing not less than 75% of those entitled to vote at a general meeting.

2.7 Except at first, the Charity must hold an AGM in every year. The first AGM must be held within 18 months after the Charity's incorporation.

2.8 At an AGM the members:

2.8.1 receive the accounts of the Charity for the previous **financial year**;

2.8.2 receive the Trustees' report on the Charity's activities since the previous AGM;

2.8.3 may accept the retirement of those Trustees who wish to retire or who have reached the end of their term of office;

2.8.4 appoint auditors for the Charity;

- 2.8.5 may confer on any person (with his or her consent) the honorary title of Patron of the Charity; and
- 2.8.6 may discuss and determine any issues of policy or deal with any other business put before them by the Trustees.
- 2.9 A general meeting which is not an AGM may be called at any time by the Trustees and must be called within 28 clear days of a written request from at least three members.

3 THE PRESIDENT

The Bishop shall be the President of the Charity and shall be invited to preside at the AGM and to be present on other important occasions.

4 PATRONS

The Trustees may from time to time confer on any person (with his or her consent) the honorary title of Patron of the Charity.

5 THE TRUSTEES

- 5.1 The Trustees as **charity trustees** have control of the Charity and its property and funds.
- 5.2 The subscribers to the Memorandum are the first Trustees.
- 5.3 The Trustees when complete shall comprise.

Ex-officio Trustees

- 5.3.1 The following persons by virtue of their respective offices:

The Archdeacon of Wells

- By this appointment it is hoped to strengthen links with the said Diocese, especially its pastoral and religious activities.

The Vicar of Glastonbury

- By this appointment it is hoped to ensure a continuing link with the Benefice and with Glastonbury's Christian life.

The Chairman of The Bath and Wells Diocesan Board of Finance

- By this appointment it is hoped to provide a link with the senior administrative body of the said Diocese and
- to provide co-ordination with the broad range of activities throughout the said Diocese and
- to contribute knowledge of financial governance.

The Director of the Bath and Wells Diocesan Board of Education

- By this appointment it is hoped to offer guidance and advice to Glastonbury Abbey's education service, particularly in its religious education of young people and
- to assist in the co-ordination of Glastonbury Abbey's educational activities with those operated throughout the said Diocese.

Any of the above persons wishing to serve as a Trustee must commit to do so for the term of his or her office. If any of the above persons does not wish to serve as a Trustee he or she may appoint another person as an alternative Trustee for him or her and shall forthwith give notice of such appointment to the Chairman. In the event of the Director of the Bath and Wells Diocesan Board of Education wishing to nominate an alternative Trustee, he or she must appoint another Executive Officer of the Bath and Wells Diocesan Board of Education. The term of office of any alternative Trustee may last no longer than the term of office of the person who appointed him or her but otherwise shall be for a period determined by the person who appoints him or her who shall forthwith give notice of such period to the Chairman. For the avoidance of doubt such alternative Trustee need not be assessed by the appointments committee referred to in Article 5.7.2 but otherwise such alternative Trustee shall during his or her term of office be subject to all provisions of the Memorandum and the Articles (including article 5.5) in place of the ex-officio Trustee for whom he or she acts as an alternative Trustee.

- 5.3.2 Up to 12 persons appointed in accordance with Articles 5.7 and 5.8. The following persons are eligible to be Trustees:

Nominees

A person nominated by **Glastonbury Town Council** who has the experience and expertise required of him or her by the Charity.

- By this appointment it is hoped to preserve a link with the life of the said town and
- The person could be a town councillor or other well known member of the community and
- The person could be identified through consultation with main organisations in the said town.

A person nominated by **The Society of Antiquaries of London** who has the experience and expertise required of him or her by the Charity

- By this appointment it is hoped to acknowledge the national significance of the Abbey ruins, grounds and history by linking with this highly respected academic body and
- to improve the Charity's awareness of funding available through academic sources and to improve access to funding and
- the person nominated by the Society could if necessary be changed

more frequently than would be normal to reflect the Charity's changing needs.

Others

- Up to 10 other persons selected to reflect the needs and character of the Charity and the diversity of its activities, and who have the experience and expertise required of them by the Charity.

5.4 The composition of the body of Trustees.

5.4.1 The Bishop and the Trustees shall take into account guidance issued from time to time by the Commission as to the recruitment, selection and appointment of charity trustees.

5.4.2 The Bishop and the Trustees shall ensure that appointments of new Trustees are in accordance with the best interests and needs of the Charity so as to provide a balanced, well informed and effective body of Trustees.

5.4.3 All prospective Trustees, other than ex-officio Trustees, shall be required to meet with the appointments committee hereinafter referred to to discuss the work of the Charity and what would be required of such person as a Trustee so as to enable the Chairman to provide assurance to the Bishop of the person's suitability to work effectively as a Trustee.

5.5 All Trustees need not necessarily be a member of the Church of England but must:

5.5.1 be at least 18 years old but not have reached the age of 75; and

5.5.2 not be disqualified from acting as a charity trustee under the Charities Act or by any provision of the Articles; and

5.5.3 prior to appointment (or on appointment in the case of ex-officio Trustees) confirm in writing to the Trustees their commitment to honour the Christian history of Glastonbury Abbey and its links with the Church of England and to preserve the Christian character and heritage of Glastonbury Abbey and not to permit events to take place at Glastonbury Abbey that are incompatible with Christianity.

5.5.4 prior to appointment (or on appointment in the case of ex-officio Trustees) confirm in writing to the Trustees their willingness and enthusiasm to:

- honour the Objects;
- attend meetings as necessary to fulfil their duties;
- preserve the ambience, beauty, character and history of Glastonbury Abbey in keeping with its origins and identity as a Christian place;
- place at the Charity's disposal their experience, expertise, knowledge and abilities;
- commit their time and energies in working for the good of the Glastonbury Abbey and the wellbeing of the Charity;

- work to promote the Charity, to raise funds and to engage in activities for the Charity's good;
- lead and work actively with staff and trustees on a particular aspect of the Charity's activities according to their experience and expertise.

5.6 Appointment of Trustees

- 5.6.1 The power of appointment of the Trustees of the Charity (other than ex-officio Trustees) is vested in the Bishop.
- 5.6.2 The Bishop may acting promptly and reasonably refuse to appoint as a Trustee any person recommended to him for appointment (including any person nominated for appointment).
- 5.6.3 The Bishop may acting promptly and reasonably propose to the Chairman persons to be considered for appointment as a Trustee.
- 5.6.4 If the Chairman shall give notice to the Bishop recommending a person for appointment as a Trustee (including any person nominated for appointment) and if the Bishop shall fail to give notice to the Chairman of his decision to appoint or refuse to appoint such person as a Trustee within three months of the Bishop being given such notice by the Chairman, then the Trustees may themselves appoint such person as a Trustee.
- 5.6.5 In accordance with clause 9 of the Memorandum the Bishop's power of appointment and the other provisions contained in this article 5.6 may not be altered.

5.7 The procedure for appointing all Trustees of the Charity other than the subscribers to the Memorandum and ex-officio Trustees shall be as follows:

- 5.7.1 The Bishop, any nominating body, any Trustee and any other person with an interest in the Objects may propose or nominate a person for appointment as a Trustee by contacting the Chairman with details of the person concerned. The Chairman will then refer the proposal or nomination to a committee established in accordance with Article 8.3 ("the appointments committee")
- 5.7.2 The appointments committee shall then conduct a competence-based interview of such person with reference to any relevant guidance issued by the Commission, the Museums, Libraries and Archives Council and, where appropriate, other regulators. It will then make a recommendation to the Chairman as to whether or not the person be appointed as a Trustee.
- 5.7.3 The Trustees will then consider and, if they think fit, approve the recommendation of the appointments committee.
- 5.7.4 The Chairman shall in the case of any person approved by the Trustees then give notice to the Bishop recommending such person for appointment as a Trustee with an assurance of the person's suitability to work effectively as a Trustee.
- 5.7.5 The Bishop shall then consider such recommendation promptly and reasonably and give notice to the Chairman:

5.7.5.1 making the appointment; or

in exceptional cases, refusing to make the appointment if in the Bishop's reasonable judgement there are compelling reasons to refuse.

5.8 Each Trustee (other than an ex-officio Trustee) shall serve for a term of 5 years, or such shorter period as may be determined on his appointment. He or she will be eligible for re-appointment, subject to article 5.11. Of the subscribers Steven Alan Bocquet and Robert William Dunning are appointed for a term of 1 year, Charles Anthony Simon and Kelvin George John Williams for a term of 3 years and Mark Durant Ellis and Janice Emily White (as nominee of Glastonbury Town Council) for a term of 5 years.

5.9 Every Trustee after appointment or reappointment must sign a declaration of willingness to act as a charity trustee of the Charity before he or she may vote at any meeting of the Trustees and (except for the subscribers) must also sign the register of members or consent in writing to become a member.

5.10 Induction and training

The Trustees are responsible, under the Chairman's leadership, for devising and implementing a programme of induction training, which all new Trustees will be required to undertake. The Trustees may also arrange further training for all Trustees from time to time.

5.11 A Trustee's term of office automatically terminates if he or she:

- 5.11.1 is disqualified under the Charities Act from acting as a charity trustee;
- 5.11.2 ceases to be a Trustee by virtue of any provision in the Companies Act or is prohibited by law from being a director;
- 5.11.3 is incapable, whether mentally or physically, of managing his or her own affairs;
- 5.11.4 is absent without notice from three consecutive meetings of the Trustees and is asked by a majority of the other Trustees to resign;
- 5.11.5 ceases to be a member (but such a person may be reinstated by resolution passed by all the other Trustees on resuming membership of the Charity before the next AGM);
- 5.11.6 resigns by written notice to the Trustees (but only if at least two Trustees will remain in office);
- 5.11.7 is removed by resolution of the members present and voting at a general meeting after the meeting has invited the views of the Trustee concerned and considered the matter in the light of any such views;
- 5.11.8 is appointed by virtue of his or her office (under article 5.3.1) and ceases to hold that office; or
- 5.11.9 reaches the age of 75.

- 5.12 A technical defect in the appointment of a Trustee of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.

6 THE ADDITIONAL ROLE OF EX-OFFICIO TRUSTEES

The ex-officio trustees shall have a special role within the body of Trustees to ensure the appropriate safeguarding of the Objects insofar as they pertain to the advancement of religion in accordance with the doctrines of the Church of England and the commitment to honour the Christian history of the site of Glastonbury Abbey. In this role the ex-officio Trustees shall be available to be consulted concerning the type and nature of activities and developments being considered for Glastonbury Abbey from time to time.

7 TRUSTEES' PROCEEDINGS

- 7.1 The Trustees must hold at least 4 meetings each year.
- 7.2 A quorum at a meeting of the Trustees is 4 Trustees.
- 7.3 A meeting of the Trustees may be held either in person or by suitable electronic means agreed by the Trustees in which all participants may communicate with all the other participants.
- 7.4 The Chairman or (if the Chairman is unable or unwilling to do so) some other Trustee chosen by the Trustees present presides at each meeting.
- 7.5 Every issue may be determined by a simple majority of the votes cast at a meeting, but a written resolution signed by all the Trustees is as valid as a resolution passed at a meeting. For this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature.
- 7.6 Every Trustee has one vote on each issue.
- 7.7 A procedural defect of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.

8 TRUSTEES' POWERS

The Trustees have the following powers in the administration of the Charity:

- 8.1 To appoint (and remove) any person (who may be a Trustee) to act as Secretary in accordance with the Companies Act.
- 8.2 To appoint a Chairman, Treasurer and other honorary officers from among their number.
- 8.3 To delegate any of their functions to committees consisting of two or more individuals appointed by them. At least two members of every committee must be Trustees and all proceedings of committees must be reported promptly to the Trustees.
- 8.4 To make standing orders consistent with the Memorandum, the Articles and the Companies Act to govern proceedings at general meetings and to prescribe a form of proxy.
- 8.5 To make rules consistent with the Memorandum, the Articles and the Companies Act to govern their proceedings and proceedings of committees.

- 8.6 To make regulations consistent with the Memorandum, the Articles and the Companies Act to govern the administration of the Charity and the use of its seal (if any).
- 8.7 To establish procedures to assist the resolution of disputes or differences within the Charity.
- 8.8 To exercise any powers of the Charity which are not reserved to a general meeting.

9 CONFLICTS OF INTEREST

- 9.1 Whenever a Trustee has an interest in a matter, whether personal, by virtue of a duty of loyalty to another organisation, or otherwise, and that interest is reasonably likely to give rise to a conflict of interest, he or she must:
 - 9.1.1 declare an interest before discussion begins on the matter;
 - 9.1.2 remain only for such part of the meeting as is in the view of the Trustees necessary to inform the debate;
 - 9.1.3 not be counted in the quorum for that part of the meeting; and
 - 9.1.4 withdraw during the vote and have not voted on the matter.
- 9.2 Article 9.1 shall apply to any matter to be discussed at a general meeting or a meeting of the Trustees or in relation to which a decision is proposed to be made by electronic means.
- 9.3 If any question arises whether a Trustee's interest can reasonably be regarded as likely to give rise to a conflict of interest, the question shall be decided by a majority decision of the unconflicted Trustees.
- 9.4 Where a Trustee is in a position of conflict, he or she will not be in breach of his or her duties to the Charity if he or she withholds confidential information from the Charity.

10 AUTHORISING CONFLICTS OF INTEREST

- 10.1 Subject always to clause 5 of the memorandum, the Trustees may authorise, to the fullest extent permitted by law, and on such terms as they see fit:
 - 10.1.1 Any matter which would otherwise result in a Trustee infringing his or her duty to avoid a situation in which he or she has, or can have, a direct or indirect interest that conflicts, or may conflict, with the interests of the Charity and may reasonably be regarded as likely to give rise to a conflict of interest (including a conflict of interest and duty or conflict of duties);
 - 10.1.2 The manner in which a conflict of interest arising out of any Trustee's office, employment or position may be dealt with, either before or at the time that such a conflict of interest arises;
- 10.2 For the purpose of clause 10.1:
 - 10.2.1 the Trustee in question and any other interested Trustee are not counted in the quorum at any meeting of the Trustees at which such matter is considered or approved; and

- 10.2.2 it is agreed to without their voting or would have been agreed to if their votes had not been counted.
- 10.3 If a matter, office, employment or position is considered for authorisation by the Trustees in accordance with this Article 10 then:
- 10.3.1 the Trustee shall not be required to disclose any confidential information relating to such matter, or such office, employment or position, to the Charity if to make such a disclosure would result in a breach of duty or obligation of confidence owed by him or her in relation to or in connection with that matter, or that office, employment or position; and
- 10.3.2 the Trustee shall absent him or herself from meetings of the Trustees at which anything relating to that matter, or that office, employment or position will or may be discussed.
- 10.4 A Trustee shall not, by reason of his or her office, be accountable to the Charity for any benefit which he or she derives from any matter, or from any office, employment or position, which has been approved by the Trustees pursuant to this Article 10 (subject in any such case to any limits or conditions to which such approval was subject).

11 RECORDS AND ACCOUNTS

- 11.1 The Trustees must comply with the requirements of the Companies Act and of the Charities Act as to keeping financial and other records, the audit of accounts and the preparation and transmission to the Registrar of Companies and the **Commission** of:
- 11.1.1 annual returns;
- 11.1.2 annual reports; and
- 11.1.3 annual statements of account.
- 11.2 The Trustees must keep proper records of:
- 11.2.1 all proceedings at general meetings;
- 11.2.2 all proceedings at meetings of the Trustees;
- 11.2.3 all reports of committees; and
- 11.2.4 all professional advice obtained.
- 11.3 Accounting records relating to the Charity must be made available for inspection by any Trustee at any time during normal office hours and may be made available for inspection by the Bishop during normal office hours.
- 11.4 A copy of the Charity's latest available statement of account must be supplied on request to any Trustee or member. A copy must also be supplied, within two months, to any other person who makes a written request and pays the Charity's reasonable costs.

12 NOTICES

- 12.1 Notices under the Articles may be sent by hand, by post or by suitable electronic

means or (where applicable to members generally) may be published in any journal distributed by the Charity.

12.2 The only address at which a member is entitled to receive notices sent by post is an address in the U.K. shown in the register of members.

12.3 Any notice given in accordance with the Articles is to be treated for all purposes as having been received:

12.3.1 24 hours after being sent by electronic means or delivered by hand to the relevant address;

12.3.2 two clear days after being sent by first class post to that address;

12.3.3 three clear days after being sent by second class or overseas post to that address;

12.3.4 on the date of publication of a newspaper containing the notice;

12.3.5 on being handed to the member personally; or, if earlier,

12.3.6 as soon as the member acknowledges actual receipt.

12.4 A technical defect in the giving of notice of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.

13 DISSOLUTION

The provisions of the Memorandum relating to dissolution of the Charity take effect as though repeated here.

14 INTERPRETATION

14.1 In the Memorandum and in the Articles, unless the context indicates another meaning:

'AGM' means an annual general meeting of the Charity;

'the Articles' means the Charity's articles of association;

'the Bishop' means the A Member who is the Bishop of Bath and Wells or, in the event of a vacancy in the See, the Suffragan Bishop of the Diocese of Bath and Wells exercising the functions of the Diocesan Bishop during the vacancy;

'Chairman' means the chairman of the Trustees;

'the Charity' means the company governed by the Memorandum and the Articles;

'the Charities Act' means the Charities Act 1993 including any statutory modification or re-enactment thereof for the time being in force and any provisions of the Charities Act 2006 for the time being in force;

'charity trustee' has the meaning prescribed by section 97(1) of the Charities Act 1993;

'clear day' means 24 hours from midnight following the relevant event;

'the Commission' means the Charity Commissioners for England and Wales;

'the Companies Act' means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force and any provisions of the Companies Act 2006 for the time being in force;

'connected person' means (a) any spouse, civil partner, partner, parent, child (including a stepchild or illegitimate child), brother, sister, grandparent or grandchild of a Trustee; or (b) the spouse or civil partner of any person in (a); or (c) any other person in a relationship with a trustee which may reasonably be regarded as equivalent to such a relationship; or (d) any firm of which a Trustee is a member or employee, and any company of which a Trustee is a director, employee or shareholder having a beneficial interest in more than 1 per cent of the share capital;

'custodian' means a person or body who undertakes safe custody of assets or of documents or records relating to them;

'financial expert' means an individual, company or firm who is authorised to give investment advice under the Financial Services and Markets Act 2000;

'financial year' means the Charity's financial year;

'firm' includes a limited liability partnership;

'indemnity insurance' means insurance against personal liability incurred by any Trustee for an act or omission which is or is alleged to be a breach of trust or breach of duty, unless the Trustee concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty;

'informal membership' refers to a supporter who may be called a 'member' but is not a company member of the Charity.

'material benefit' means a benefit which may not be financial but has a monetary value;

'member' and 'membership' refer to company membership of the Charity;

'Memorandum' means the Charity's Memorandum of Association;

'month' means calendar month;

'nominee company' means a corporate body registered or having an established place of business in England and Wales;

'the Objects' means the Objects of the Charity as defined in clause 3 of the Memorandum;

'Secretary' means the company secretary of the Charity;

'the Society of Antiquaries of London' means the Learned Society established by Royal Charter and registered as a charity in England and Wales (no. 207237) whose principal place of business is at Burlington House, Piccadilly London W1J 0BE

'taxable trading' means 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;

'Trustee' means a director of the Charity and 'Trustees' means the directors.

'written' or 'in writing' refers to a legible document on paper not including a fax message;

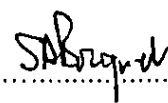
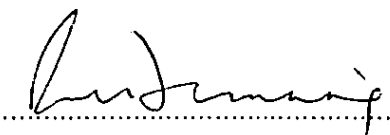
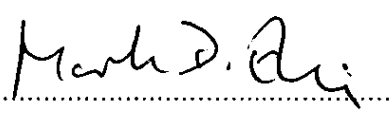
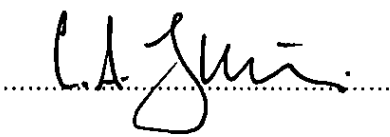
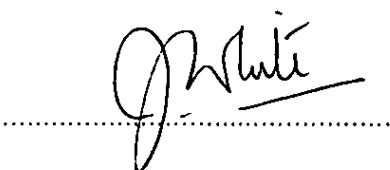
'year' means calendar year.

14.2 Expressions defined in the Companies Act have the same meaning.

14.3 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.

NAMES & ADDRESSES OF SUBSCRIBERS

SUBSCRIBERS' SIGNATURES

Name	Steven Alan Bocquet	
Address	Higher Wick House Maidencroft Lane Glastonbury BA6 8JN	
Dated	31 March 2009	
Name	Robert William Dunning	
Address	Musgrove Manor East Barton Close Taunton TA1 4RU	
Dated	31 March 2009	
Name	Mark Durant Ellis	
Address	St Michael's Vicarage Yeovil BA21 4LH	
Dated	31 March 2009	
Name	Charles Anthony Simon	
Address	Cary House South Cary Lane Castle Cary BA7 7ER	
Dated	31 March 2009	
Name	Janice Emily White	
Address	Newmeads Farm Wick Glastonbury BA6 8JS	
Dated	31 March 2009	

Name Kelvin George John Williams

Kelvin George John Williams

Address Highlands
Knowleyards Road
Middlezoy
TA7 0NY

Dated 31.03.09

Witness to the above signatures

Name MATTHEW CLEMENTS

Address FOX HOLLIES
BATHWICK HILL
BATH, ~~BA1~~ BA2 6LA

Occupation The Custodian
of Glastonbury Abbey.

Signature *Matthew Clements*



Companies House
— for the record —

12

Please complete in typescript,
or in bold black capitals.

CHWP000

Declaration on application for registration

Company Name in full

Glastonbury Abbey

I, Tharuman Shivaji Shivapadasundaram

of Woodwater House, Pynes Hill, Exeter EX2 5WR

† Please delete as appropriate.

do solemnly and sincerely declare that I am a † [Solicitor engaged in the formation of the company] ~~[person named as director or secretary of the company in the statement delivered to the Registrar under section 10 of the Companies Act 1985]~~ and that all the requirements of the Companies Act 1985 in respect of the registration of the above company and of matters precedent and incidental to it have been complied with.

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835.

Declarant's signature

Declared at

Arford House, Grosvenor Road, Exeter

Day Month Year

On

03 04 2009

● Please print name.

before me ●

Dave Ireland.

Signed

Date

3 April 2009.

† A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

You do not have to give any contact information in the box opposite but if you do, it will help Companies House to contact you if there is a query on the form. The contact information that you give will be visible to searchers of the public record.

Michelmores LLP

TSS/20657/1

Tel 01392 688688

DX number 13560

DX exchange Exeter 16

Companies House receipt date barcode

***This form has been provided free of charge
by Companies House.***

Form revised 10/03

When you have completed and signed the form please send it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ

DX 33050 Cardiff

for companies registered in England and Wales

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh

or LP - 4 Edinburgh 2



30(5)(a)

Please complete in typescript,
or in bold black capitals.

CHWP000

Declaration on application for registration of a company exempt from the requirement to use the word "limited" or "cyfyngedig"

Company Name in full

Glastonbury Abbey

I, Tharuman Shivaji Shivapadasundaram

of Woodwater House, Pynes Hill, Exeter EX2 5WR

† Please delete as appropriate.

a [Solicitor engaged in the formation of the company] ~~person named as director or secretary of the company in the statement delivered under section 10 of the Companies Act 1985~~† do solemnly and sincerely declare that the company complies with the requirements of section 30(3) of the Companies Act 1985.

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835.

Declarant's signature

Declared at

Ashford House, Grenades Road, Exeter

Day Month Year

on

03 04 2009

● Please print name.

before me ●

Jane Ireland

Signed

Jane Ireland

Date

3 April 2009

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

Michelmores LLP

TSS/20657/1

Tel 01392 688688

DX number 135608

DX exchange Exeter 16

Companies House receipt date barcode

**This form has been provided free of charge
by Companies House.**

Form revised June 1998

When you have completed and signed the form please send it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
for companies registered in England and Wales

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland

DX 235 Edinburgh
or LP - 4 Edinburgh 2



Companies House
— for the record —

10

Please complete in typescript,
or in bold black capitals.

CHWP000

Notes on completion appear on final page

First directors and secretary and intended situation of registered office

Company Name in full

Glastonbury Abbey

Proposed Registered Office

(PO Box numbers only, are not acceptable)

Abbey Gatehouse, Magdalene Street

Post town

Glastonbury

County / Region

Somerset

Postcode

BA6 9EL

If the memorandum is delivered by an agent
for the subscriber(s) of the memorandum
mark the box opposite and give the agent's
name and address.



Agent's Name

Michelmores LLP, Solicitors

Address

Woodwater House, Pynes Hill

Post town

Exeter

County / Region

Devon

Postcode

EX1 3ED

Number of continuation sheets attached

4

You do not have to give any contact
information in the box opposite but if
you do, it will help Companies House
to contact you if there is a query on
the form. The contact information
that you give will be visible to
searchers of the public record.

Michelmores LLP

Ref: TSS--20657/1

Tel 01392 687542

DX number 13560

DX exchange Exeter 16

Companies House receipt date barcode
***This form has been provided free of charge
by Companies House***

When you have completed and signed the form please send it to the
Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
for companies registered in England and Wales

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland

DX 235 Edinburgh
or LP - 4 Edinburgh 2

Company Secretary (see notes 1-5)

Company name **Glastonbury Abbey**

NAME *Style / Title

Mr

*Honours etc

* Voluntary details

Forename(s)

Matthew

Surname

Clements

Previous forename(s)

Previous surname(s)

Address **

Fox Hollies, Bathwick Hill

** Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Post town

Bath

County / Region

Somerset

Postcode

BA2 6LA

Country

England

I consent to act as secretary of the company named on page 1

Consent signature

Matthew Clements

Date

31 March 2009

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

Mr

*Honours etc BSc

Forename(s)

Stephen Alan

Surname

Bocquet

Previous forename(s)

Previous surname(s)

Address **

Higher Wick House, Maidencroft Lane

** Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Post town

Glastonbury

County / Region

Somerset

Postcode

BA6 8JN

Country

England

Day Month Year

08 06 1946

Nationality British

Date of birth

Business occupation

Retired

Other directorships

Glastonbury Abbey Shop, Chairman & Director of Wells Golf Club and

Chairman & Director of Umbrella Homes Residents Trust

I consent to act as director of the company named on page 1

Consent signature

SABocquet

Date

31.03.2009

Company Secretary (see notes 1-5)

Company name

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ^{††}

^{††} Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

☐

Post town

County / Region

Postcode

Country

I consent to act as secretary of the company named on page 1

Consent signature

Date

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

Dr

*Honours etc

DL

Forename(s)

Robert William

Surname

Dunning

Previous forename(s)

Previous surname(s)

Address ^{††}

^{††} Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

☐

Musgrove Manor East, Barton Close

Post town

Taunton

County / Region

Somerset

Postcode

TA1 4RU

Country

England

Day Month Year

Date of birth

1 6 0 3 1 9 3 8

Nationality

British

Business occupation

Retired Historian

Other directorships

Glastonbury Abbey Shop

I consent to act as director of the company named on page 1

Consent signature

Date

31-03-2009

Company Secretary (see notes 1-5)

Company name

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ††

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

☐

Post town

County / Region

Postcode

Country

I consent to act as secretary of the company named on page 1

Consent signature

Date

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ††

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

☐

Post town

County / Region

Postcode

Country

Day Month Year

Date of birth

1 6 0 8 1 9 3 9

Nationality

British

Business occupation

Clerk in Holy Orders

Other directorships

I consent to act as director of the company named on page 1

Consent signature

Date

Mark D. Ellis

31.03.2009

Company Secretary (see notes 1-5)

Company name

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ^{††}

^{††} Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Post town

County / Region

Postcode

Country

I consent to act as secretary of the company named on page 1

Consent signature

Date

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ^{††}

^{††} Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Post town

County / Region

Postcode

Country

Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

I consent to act as director of the company named on page 1

Consent signature

Date

Company Secretary (see notes 1-5)

* Voluntary details

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Company name

NAME *Style / Title

*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ††

Post town

County / Region

Postcode

Country

I consent to act as secretary of the company named on page 1

Consent signature

Date

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

Mrs

*Honours etc

Forename(s)

Janice Emily

Surname

White

Previous forename(s)

Previous surname(s)

Address ††

Newmeads Farm, Wick

Post town

Glastonbury

County / Region

Somerset

Postcode

BA6 8JS

Country

England

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Day Month Year

Date of birth

1 1 0 8 1 9 4 5

Nationality

British

Business occupation

Retired Farmer

Other directorships

I consent to act as director of the company named on page 1

Consent signature

Date

31.03.2009

Directors (see notes 1-5)

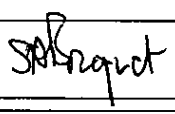
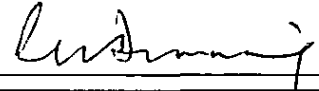

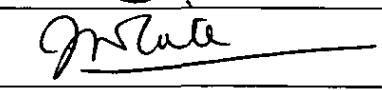
Please list directors in alphabetical order

* Voluntary details

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

NAME	*Style / Title	Reverend	*Honours etc						
Forename(s)	Kelvin George John								
Surname	Williams								
Previous forename(s)									
Previous surname(s)									
Address ††	Highlands, Knowleyards Road								
Post town	Middlezoy								
County / Region	Somerset	Postcode	TA7 0NY						
Country	England								
Date of birth	Day	Month	Year	Nationality					
	2	3	1	2	1	9	3	6	British
Business occupation	Retired parish priest								
Other directorships	Somerset Council for Christian Care								
I consent to act as director of the company named on page 1									
Consent signature	Kelvin G Williams			Date	31.03.09				

This section must be signed by either an agent on behalf of all subscribers or the subscribers (i.e. those who signed as members on the memorandum of association).

< 5 B	Signed		Date	31.03.09
	Signed		Date	31.03.09
x M E	Signed	Mark D. Ellis	Date	31.03.09
	Signed		Date	26 March 2009
x J W	Signed		Date	31.3.09
x K W	Signed	Kelvin G Williams	Date	31.3.09
	Signed		Date	