

COMPANIES ACT 1985  
COMPANY LIMITED BY GUARANTEE  
NOT HAVING A SHARE CAPITAL  
AND HAVING CHARITABLE STATUS

ARTICLES OF ASSOCIATION

of

Lutheran Church in Great Britain Limited

**Interpretation**

1 In these Articles of Association, the following expressions have the following meanings:

“Appointed Representative” means an individual who has been appointed to act on their behalf by a Member of the Charity which is a group that accepts the Statement of Faith, including churches, congregations and other organisations, whether incorporated or unincorporated

“Bishop” means the person elected as Bishop of the Lutheran Church in Great Britain

“Dean” means the person elected as Dean of the Lutheran Church in Great Britain

“the Board” means the Board of Trustees

“the Chair” means the person appointed by the Trustees to preside at their meetings

“the Charity” means the Lutheran Church in Great Britain, the company intended to be regulated by these Articles of Association

“the Charity Commission” means the Charity Commission for England and Wales

“communication” means the same as in the Electronic Communications Act 2000

“electronic communication” means the same as in the Electronic Communications Act 2000

“Member” means a member of the Charity; a Member may be an individual or a church or congregation or other organisation, incorporated or unincorporated

“Memorandum of Association” means the Memorandum of Association of the Charity

“the Statement of Faith” means the Statement of Faith approved by the Synod

“Synod” means the Synod of the Lutheran Church in Great Britain (which, for the avoidance of doubt, comprises ordained ministers approved by the Lutheran Church in Great Britain, persons duly elected by congregations of the Lutheran Church in Great Britain and other persons duly appointed as members of the Synod)

- 2 References to an Act of Parliament are references to the Act as amended or re-enacted from time to time and to any subordinate legislation made under it.
- 3 Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, electronic communication, lithography, photography and other modes of representing or reproducing words in a visible form of whatsoever kind.
- 4 Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Companies Act 1985 or any statutory modification of the Act in force on the date on which these Articles become binding on the Charity.
- 5 All words using the singular case shall include the plural and vice versa and all words denoting any gender shall include all genders.

### **Membership**

- 6 The subscribers to the Memorandum of Association are the first Members of the Charity.
- 7 Membership is open to groups that accept the Statement of Faith, including churches, congregations and other organisations, whether incorporated or unincorporated, and individuals over eighteen who are either Trustees of the Charity or who have been nominated in writing by the Synod and approved by the Board.

- 8 All Trustees shall be Members of the Charity for as long as they remain Trustees.
- 9 All ordained ministers approved by the Lutheran Church in Great Britain and by the Board shall be Members of the Charity.
- 10 The Board may only refuse a nomination by the Synod for membership of the Charity if, acting reasonably and properly, the Trustees consider it to be in the best interests of the Charity to refuse the application. The Board must inform the Synod in writing within twenty one days of the decision of the reasons for the refusal of the nomination. The Board must consider any written representation the Synod may make about the decision. The Board's decision following any such written representation shall be final and must be notified to the Synod in writing within twenty one days of the decision.
- 11 Membership is not transferable.
- 12 Individual persons and groups who are nominated by the Synod for membership of the Charity must inform the Board in writing of their full name and address before the Board appoints them as Members.
- 13 Each group that is nominated by the Synod for membership of the Charity must nominate a named individual as their Appointed Representative to act on their behalf at general meetings of the Charity. The Synod may invite certain groups to nominate one or more additional named individuals as additional Appointed Representatives. All groups that are nominated by the Synod for membership must inform the Board in writing of the full name and address of all Appointed Representatives before the Trustees appoint the group as a Member. Group members may at any time change an Appointed Representative by informing the Board of the change and the full name and address of the new Appointed Representative.
- 14 Any notice given to the Charity of a Member's appointment of an Appointed Representative shall be conclusive evidence that the nominee is entitled to represent the Member concerned and to vote at general meetings of the Charity, or that the nominee's appointment has been revoked. The Charity shall not be required to consider whether an Appointed Representative has been properly appointed by the Member or whether their appointment has been properly revoked by the Member.
- 15 For communication purposes, the Charity shall treat the Appointed Representative as if he or she were an individual Member and shall not be liable for any failure on the part of the Appointed Representative to communicate with the group whose nominee they are.
- 16 Persons notified to the Charity as an Appointed Representative at least thirty working days before a meeting shall be the only people entitled to attend and vote at general meetings of the Charity.

- 17 The Charity must keep a register of names and addresses of the Members of the Charity and must make this available for inspection upon request to any Member of the Charity.
- 18 Any Member of the Charity may resign by giving written notice to the Charity provided that, after such retirement, the number of Members is not less than two.
- 19 A person notified to the Charity as an Appointed Representative of a Member of the Charity may only resign by giving written notice to the Member concerned. The Charity shall only be required to recognise the resignation of an Appointed Representative when the Charity has received written notice from the Member of the resignation of an Appointed Representative. The Charity shall not be required to take any action if notice of resignation is received from an Appointed Representative and shall not owe the Member concerned any duty in connection with the resignation including, but without limitation, any duty to inform the Member concerned of such resignation, nor any duty to invite the Member concerned to nominate another person as Appointed Representative.
- 20 Membership is terminated:
  - 20.1 with immediate effect if an individual Member dies or if a Member that is a church or congregation or other organisation, incorporated or unincorporated, ceases to exist
  - 20.2 if a Member fails to pay in full any amount that is due from them to the Charity within six months of its falling due unless the Board agrees to extend membership for a further period.
- 21 A Member may be removed from membership by a resolution of the Board that it is in the best interests of the Charity to terminate the membership. A resolution to remove a Member from membership may only be passed if:
  - 21.1 the Member has been given at least twenty one days' notice in writing of the meeting of the Trustees at which the resolution will be proposed and the reasons why it is to be proposed and
  - 21.2 the Member or, at the option of the Member, the Member's representative (who need not be a Member of the Charity) has been allowed to make written representations to the meeting and
  - 21.3 any such written representations have been received by the Charity not less than seven days before the meeting and
  - 21.4 the Trustees have considered any such representations before considering the resolution but neither the Member nor the Member's representative will have any right to attend the meeting.

### **General meetings**

- 22 The Charity shall hold a general meeting within eighteen months after the date of its incorporation.
- 23 An annual general meeting shall be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings.
- 24 The annual general meeting shall be held at such time and place as the Trustees decide.
- 25 All general meetings other than annual general meetings shall be called special general meetings.
- 26 The Trustees may call a special general meeting at any time.
- 27 The Trustees must call a special general meeting if requested to do so in writing by at least ten Members or one tenth of membership, whichever is the greater. The request must state the nature of the business to be discussed. If the Trustees fail to hold the meeting within twenty eight days of the request, the Members may call a special general meeting but, in doing so, they must comply with the provisions of these Articles.

### **Notice of general meetings**

- 28 Except in the case of general meetings that have been adjourned for any reason, the minimum period of notice required to hold any general meeting is twenty one days excluding the day on which the notice is deemed to have been given and excluding the day of the meeting.
- 29 No notice need be given of general meetings that have been adjourned under Article 38 or Article 39 to the same day in the next week, at the same time and place. The minimum period of notice of meetings that have been adjourned to another day, time or place is seven days excluding the day on which the notice is deemed to have been given and excluding the day of the meeting.
- 30 A general meeting may be called by shorter notice if it is so agreed by a majority of the Members entitled to attend and vote at the meeting, being a majority representing not less than 90% of the total voting rights of all the Members.
- 31 The notice must specify the date, time and place of the meeting, whether the meeting is to be an annual or special general meeting and the general nature of the business to be transacted. The notice must also contain a statement setting out the right of Members to appoint a proxy under Articles 61 to 66.
- 32 The notice must be given to all Members and to all Trustees.
- 33 The Charity may give notice to a Member by electronic communication provided that:

- 33.1 the Member has given his or her consent in writing to receiving notice communicated by electronic means and in such consent has set out an address to which the electronic communication shall be sent; and
- 33.2 the means of electronic communication used by the Charity enables the Member concerned to read the text of the notice, and
- 33.3 if any Member notifies the Charity of his e-mail address, the Charity may satisfy its obligation to send any notice or other document by:
  - 33.3.1 publishing such notice or other document on a web site; and
  - 33.3.2 notifying the Member by e-mail to that e-mail address that such notice or document has been so published, specifying the address of the web site on which it has been published, the place on the web site where the notice may be accessed, how it may be accessed and stating:
    - (a) the date, time and place of the meeting;
    - (b) whether the meeting is to be an annual or special general meeting; and
    - (c) the general nature of the business to be transacted.
- 34 A notice given to a Member personally or in a form permitted by Article 33 above shall be deemed to be given on the day on which it is delivered personally or the day on which it was despatched by electronic means, as the case may be.
- 35 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

### **Quorum at general meetings**

- 36 The quorum for a general meeting shall be five Members entitled to vote upon the business to be conducted at the meeting or one tenth of the total membership, whichever is the greater. Proxies may be counted into the quorum for a meeting.
- 37 No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business.
- 38 If no quorum is present within half an hour of the time appointed for a meeting convened on the requisition of Members, the meeting shall be dissolved. In any other case, the meeting will be adjourned to the same day in the next week, at the same time and place, or to such other day and at such time and place as the Board may decide.

- 39 If a quorum ceases to be present during the course of a meeting convened on the requisition of Members, the meeting shall be dissolved. In any other case, the meeting will be adjourned to the same day in the next week, at the same time and place, or to such other day and at such time and place as the Board may decide.
- 40 If no quorum is present at the reconvened meeting within fifteen minutes of the time appointed for the meeting, the Members present at that time shall constitute the quorum for that meeting.

#### **Chair of general meetings**

- 41 General meetings shall be chaired by the person who has been appointed Chair of the Board.
- 42 If the Chair is not present within fifteen minutes of the time appointed for the meeting, or if there is no such person, a Trustee nominated by the Trustees present shall chair the meeting. If there is only one Trustee present and willing to act, he or she shall chair the meeting.
- 43 If no Trustee is present and willing to chair the meeting within fifteen minutes of the time appointed for the meeting, the Members present in person or by proxy must choose one of their number to chair the meeting.

#### **Adjournments of general meetings**

- 44 The Members present at a general meeting may resolve by ordinary resolution that the meeting be adjourned.
- 45 The person who is chairing the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution to adjourn the meeting.
- 46 No business may be conducted at an adjourned meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.

#### **Voting at general meetings**

- 47 Each individual Member present in person and each duly appointed Appointed Representative present at a general meeting shall have one vote.
- 48 Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.
- 49 At any general meeting, a resolution put to the vote of the meeting shall be decided on a show of hands unless, before, or on declaration of the result of, the show of hands, a poll is demanded.

- 50 A poll may be demanded:
- 50.1 by the person chairing the meeting, or
  - 50.2 by at least two Members present in person or by proxy and having the right to vote, or
  - 50.3 by a Member or Members present in person or by proxy representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting.
- 51 A poll must be taken as directed by the person who is chairing the meeting, who may fix a time and place for declaring the results of the poll, provided that:
- 51.3 a poll demanded on the election of a person to chair the meeting or on a question of adjournment must be taken immediately
  - 51.4 a poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs
  - 51.5 the poll must be taken within thirty days after it has been demanded
  - 51.6 if the poll is not taken immediately, at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
- 52 If a poll is demanded, the meeting may continue to deal with any other business that may be conducted at the meeting.
- 53 The person who is chairing the meeting may appoint scrutineers (who need not be Members).
- 54 A demand for a poll may be withdrawn before the poll is taken but only with the consent of the person who is chairing the meeting.
- 55 If the demand for a poll is withdrawn, the demand shall not invalidate the result of a show of hands declared before the demand was made.
- 56 A declaration by the chair of the meeting that a resolution has been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the minutes of the meeting, shall be conclusive proof of the number or proportion of the votes recorded in favour of or against such resolution unless a poll is demanded.
- 57 The result of a poll shall be deemed to be the resolution of the meeting at which the poll is demanded.

- 58 The result of the vote must be recorded in the minutes of the Charity but the number or proportion of votes cast need not be recorded.
- 59 In the case of an equality of votes, the chair of the meeting shall be entitled to a second or casting vote.
- 60 An ordinary resolution signed in writing by a simple majority of the Members entitled to receive notice of and to attend and vote at general meetings and a special resolution signed in writing by at least three quarters of the Members entitled to receive notice of and to attend and vote at general meetings shall be as valid and effective as if it had been passed at a general meeting of the Charity duly convened and held provided that a copy of the proposed resolution has been sent to every eligible Member and every Appointed Representative and the appropriate majority of Members has signified its agreement to the resolution in an authenticated document that has been received at the Charity's registered office (or such other address as may be specified by the Charity) within twenty eight days of the date of circulation of the proposed resolution. Any such resolution may consist of two or more written copies of the resolution each signed by or on behalf of one or more Members.

**Proxies: appointment and voting**

- 61 Any Member is entitled to appoint another person as a proxy to exercise all or any of the Member's rights to attend and to speak and vote at a general meeting of the Charity. Notices of general meetings must include notice of a Member's right to appoint a proxy.
- 62 The appointment of a proxy shall be executed by or on behalf of the appointer and shall be in the following form or in a form as near thereto as circumstances allow or in any other form which is usual or which the Trustees may approve:

"Lutheran Church in Great Britain

"I/we, ....., of ....., being a Member/Members of the above-named charity, hereby appoint ..... of ..... or, failing him/her, ..... of ....., as my/our proxy to vote in my/our name[s] and on my/our behalf at the general meeting of the charity to be held on ..... 20... and at any adjournment thereof.

"signed on ..... 20..."

- 63 Where it is desired to allow members an opportunity to instruct the proxy how to act, the appointment shall be in the following form or in a form as near thereto as circumstances allow or in any other form which is usual or which the Trustees may approve:

"Lutheran Church in Great Britain

“I/we, ....., of ....., being a Member/Members of the above-named charity, hereby appoint ..... of ..... or, failing him/her, ..... of ....., as my/our proxy to vote in my/our name[s] and on my/our behalf at the general meeting of the charity to be held on ..... 20... and at any adjournment thereof.

“This form is to be used in respect of the resolutions shown below as follows:

“Resolution no. 1      for\* / against\*  
Resolution no. 2      for\* / against\*

(Further resolutions (if applicable) should be shown in a similar way.)

“\* strike out whichever is not required

“Unless otherwise instructed, the proxy may vote as s/he thinks fit or may abstain from voting.

“signed on ..... 20...”.

64      The appointment of a proxy and any authority under which it is executed (or a copy of such authority certified by a notary or in some other way approved by the Trustees) may be lodged with the Charity as follows:

64.1      an instrument in writing may be deposited at the office or at such other place within the United Kingdom as is specified in the notice convening the meeting, or in any instrument of proxy sent out by the Charity in relation to the meeting, not less than two working days before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or

64.2      in the case of an appointment contained in an electronic communication, where an address has been specified for the purpose of receiving electronic communications

64.2.1      in the notice convening the meeting or

64.2.2      in any instrument of proxy sent out by the Charity in relation to the meeting or

64.2.3      in any invitation contained in an electronic communication to appoint a proxy issued by the Charity in relation to the meeting

64.3      it must be received at such address not less than two working days before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote; or

64.3.1      in the case of a poll taken more than forty eight hours after it is demanded, be deposited or received as aforesaid after the poll

has been demanded and not less than one working day before the time appointed for the taking of the poll; or

64.3.2 where the poll is not taken forthwith but is taken not more than forty eight hours after it was demanded, be delivered at the meeting at which the poll at which the poll was demanded to the person chairing the meeting or to the Secretary or to any other Trustee.

- 65 An appointment of proxy that is not deposited, delivered or received in a manner described in Article 64 shall be invalid.
- 66 A vote given or poll demanded by proxy or by the duly authorised representative of a Member which is an organisation shall be valid even if the authority of the person voting or demanding a poll has been terminated unless notice of the termination was received by the Charity at:
- 66.1 its registered office; or
- 66.2 at such other place at which the instrument of proxy was duly deposited; or
- 66.3 where the appointment of the proxy was contained in an electronic communication, at the address at which such appointment was duly received
- 66.4 before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or, in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

### **Board of Trustees**

- 67 The Charity and its property shall be governed, managed and administered by the Board, comprising the Officers and other elected members and *ex officio* members of the Board. The Officers and other members of the Board shall be the Trustees of the charity and directors for the purposes of the Companies Act 1985.
- 68 The maximum number of Trustees including the Officers but excluding *ex officio* Trustees at any time shall be fifteen and the minimum number shall be four or, in each case, such other number as may be determined by an ordinary resolution of the Charity in general meeting.
- 69 The first Trustees shall be those persons notified to Companies House as the first directors of the Charity.
- 70 A Trustee must be a natural person aged eighteen years or older.

- 71 A Trustee may not appoint anyone to act as an alternate Trustee on his or her behalf at meetings.
- 72 A Trustee shall not vote in respect of any contract in which they have an interest or any matter arising out of it and, if they do so vote, their vote shall not be counted except in respect of any indemnity insurance to cover the liability of Trustees, provided that such insurance is appropriate, on reasonable terms and complies with the requirements of Clause 14.5 of the Memorandum of Association.
- 73 A Trustee must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Charity, or in any transaction or arrangement entered into by the Charity which has not previously been declared, and must abide by the requirements of clauses 18 to 23 of the Memorandum of Association with regard to possible conflicts of interest.
- 74 Any provision requiring or authorising something to be done by or to a Trustee and a Secretary shall not be satisfied by its being done by or to any one person only acting both as Trustee and Secretary.
- 75 The Board may permit one or more persons to attend a meeting of the Trustees, or part of such a meeting, as an observer and the Board may require any observer to leave the meeting at any time. An observer may only speak at a meeting of the Trustees if invited to do so by the Board. In any case of dispute about the right of any person to attend or to speak at or to be required to leave a meeting of the Trustees, the decision of the person who is chairing the meeting shall be final.

### **Appointment and retirement of Trustees and Officers**

- 76 Trustees shall be appointed by Members at the annual general meeting. A Trustee need not be a Member of the Charity before he or she is appointed as a Trustee.
- 77 No-one may be appointed a Trustee if he or she is disqualified from acting as Trustee by section 72 of the Charities Act 1993 including, as provided by this section of the Charities Act 1993, because he or she
- 77.1 has been convicted of any offence involving dishonesty or deception or
  - 77.2 has been adjudged bankrupt or sequestration of his estate has been awarded and (in either case) he or she has not been discharged or
  - 77.3 has made a composition or arrangement with, or granted a trust deed for, his creditors and has not been discharged in respect of it or
  - 77.4 has been removed from the office of charity trustee or trustee for a charity by an order made by the Charity Commission on the grounds of any misconduct or mismanagement in the administration of the charity

for which he or she was responsible or to which he or she was privy, or which he or she by his or her conduct contributed to or facilitated or

- 77.5 has been removed, under section 7 of the Law Reform (Miscellaneous Provision) (Scotland) Act 1990, from being concerned in the management or control of any body or
- 77.6 is subject to a disqualification order under the Company Directors Disqualification Act 1986 or to any order made under section 429(2)(b) of the Insolvency Act 1986.
- 78 No-one may be proposed for appointment as, or elected, a Trustee at an annual general meeting unless
- 78.1 the person concerned is willing to act as a Trustee and
- 78.2 he or she is to retire by rotation and is eligible for re-election as a Trustee and is recommended by the Board for re-election or
- 78.3 the Board has been given, at least twenty eight days before the meeting, a written nomination signed by two Members entitled to attend and vote at the meeting stating their intention to propose the appointment of a named person as a Trustee; such a nomination must contain the details that, if the person were to be appointed, the Charity would have to file at Companies House and must be signed by the person to confirm his or her willingness to be appointed.
- 79 All Members who are entitled to receive notice of a general meeting must be given not less than seven and not more than twenty one clear days' notice of any resolution to be put to the meeting to appoint a Trustee other than a Trustee who is to retire by rotation.
- 80 The Board may appoint additional Trustees between annual general meetings to fill casual vacancies or to co-opt additional members. All such additional Trustees shall retire with effect from the conclusion of the next annual general meeting after their appointment but shall be eligible for re-election at that meeting. Such retiring Trustees shall not be taken into account when determining the Trustees who are to retire by rotation under Articles 87 and 88.
- 81 The Board shall appoint a Trustee as each of the following Officers on such terms and for such a period as the Board may determine and may at any time revoke such appointments:
- 81.1 Chair
- 81.2 Treasurer
- 81.3 Secretary.

- 82 The person appointed as Chair shall have no functions or powers except those conferred by these Articles or delegated to him or her by the Board.
- 83 The Board may appoint a Trustee as Vice-Chair on such terms and for such a period as the Board may determine and may at any time revoke such appointment.
- 84 The Officers shall be elected by simple majority.
- 85 No person shall hold more than one Office at any one time.
- 86 The Bishop and the Dean of the Lutheran Church in Great Britain shall be *ex officio* members of the Board for as long as they serve in the office concerned. Neither the Bishop nor the Dean shall be eligible for appointment as an Officer under Article 81 or Article 83.
- 87 At every annual general meeting, one third of the elected Trustees shall retire from office; in calculating the number that is one third of the total number of elected Trustees, fractions shall be ignored.
- 88 The elected Trustees to retire by rotation shall be those who have been longest in office since their last appointment or reappointment as Trustees but, as between persons who were last appointed or reappointed on the same day, those to retire shall (unless they agree otherwise amongst themselves) be determined by lot; save that, at the first three annual general meetings after the date on which these Articles become binding on the Charity, the elected Trustees to retire by rotation shall be those who have been longest in office since their first appointment as members of the Council of the unincorporated Lutheran Church in Great Britain.
- 89 Elected Trustees who retire by rotation may offer themselves for re-election provided that they retire once they have completed six years as a Trustee except that, for the purposes of this Article, time spent as an Officer shall not be counted when calculating their length of service as a Trustee as long as their total period of service as a Trustee does not exceed nine years. A person shall not hold office as an elected Trustee within twelve months of ceasing to be an elected Trustee who has been in office for six consecutive years.
- 90 If a person retires and does not stand for re-election or, if standing for re-election, is not re-elected, that person shall cease to be a Trustee at the end of the annual general meeting concerned. A person who is elected as a Trustee shall assume office at the end of the meeting concerned.

#### **Disqualification and removal of Trustees**

- 91 A Trustee shall cease to hold office if he or she:
- 91.1 retires and is not re-elected

- 91.2 resigns by giving written notice to the Board provided that four (or such other number as may be determined by an ordinary resolution of the Charity in general meeting) remain in office when the resignation is to take effect
  - 91.3 ceases to be a Trustee by virtue of any provision in the Companies Act 1985 or is prohibited by law from being a director
  - 91.4 is disqualified from acting as a Trustee by section 72 of The Charities Act 1993
  - 91.5 becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own property and affairs
  - 91.6 is absent without the permission of the Board from three consecutive Board meetings and the Board resolves that his or her office be vacated
  - 91.7 is directly or indirectly interested in any contract with the Charity and fails to declare the nature of their interest.
- 92 A Trustee may be suspended or removed by a resolution of the other Trustees if, in the reasonable opinion of the other Trustees, he or she has been in breach of the Charity's rules, bye-laws or codes of conduct in a way that the other Trustees consider to be significant, or has otherwise exhibited inappropriate behaviour, or has risked bringing the Charity into disrepute, and if the Trustee's suspension or removal is considered to be in the best interests of the Charity. A Trustee who has been suspended or removed shall not receive reports, notices or other information required to be sent to the Trustees.
- 93 A decision to suspend a Trustee may be reversed by a resolution of the other Trustees.
- 94 A Trustee may be removed from membership by a resolution of the Board that it is in the best interests of the Charity to do so. A resolution to remove a Trustee may only be passed if:
- 94.1 the Trustee has been given at least fourteen days' notice in writing of the date of the meeting of the Board at which the resolution will be proposed and the reasons why it is to be proposed and
  - 94.2 the Trustee or, at the option of the Trustee, the Trustee's representative (who must not be another Trustee and need not be a Member of the Charity) has been allowed to make written representations to the meeting and
  - 94.3 any such written representations have been received by the Charity not less than two working days before the meeting and

94.3 the Board has considered any such representations before considering the resolution but neither the Trustee nor the Trustee's representative will have any right to attend the meeting.

95 Any decision of the Board to remove a Trustee shall be final.

### **Remuneration of Trustees**

96 No Trustee may be paid any remuneration unless it is authorised by and in accordance with clauses 11 to 23 of the Memorandum of Association.

### **Powers and duties of the Board**

97 The business of the Charity shall be governed and managed by the Board who may exercise all such powers of the Charity as are not required to be exercised by the Charity in general meeting and may pay all costs and expenses incurred in the formation of the Charity. Any such requirement may be imposed by the Act or by the Companies Act 1985 or by these Articles of Association or by any regulation made by the Charity in general meeting provided that no such requirement shall invalidate any prior act of the Board which would have been valid if that requirement had not been made.

98 The spiritual leadership of the Charity shall rest with the Bishop, the Dean and the Synod. The role of those Trustees who are not members of the Synod shall be confined to the governance, management and administration of the Charity in accordance with the provisions of these Articles of Association and of the general law.

99 In the absence of specific directions from the Bishop, the Dean or the Synod and in any circumstance in which such direction is unclear, the Trustees shall be responsible for the spiritual direction of the Charity and shall fulfil their duties having due regard to the spiritual direction of the Charity as set from time to time by the Synod, acting always in accordance with the provisions of the Memorandum and Articles of Association and of the general law.

100 When exercising any power, whether granted by these Articles of Association or by any rule of law, in governing, managing or administering the Charity, each of the Trustees must use the level of care and skill that is reasonable in the circumstances taking into account any special knowledge or expertise that he or she has or claims to have ("the duty of care"). No Trustee or other person exercising powers and responsibilities that have been delegated by the Trustees shall be liable for any act or failure to act unless, in acting or failing to act, he or she has failed to discharge the duty of care.

101 The payment and receipt of money by the Charity shall be authorised, accepted, endorsed, signed, drawn or otherwise executed in such manner as the Board shall from time to time determine.

102 The Board shall cause minutes to be made and records, with copies of relevant documents attached where appropriate, to be kept of:

- 102.1 all resolutions and proceedings at all meetings of the Charity in general meeting,
- 102.2 all appointments of Officers made by the Board,
- 102.3 the names of the Trustees present at each meeting of the Board and committee of the Board
- 102.4 all resolutions and proceedings at all meetings of the Board and committees of the Board and, where appropriate, the reasons for the decisions and
- 102.5 all relevant professional advice obtained.

### **Proceedings of the Board**

- 103 The Board shall meet at least three times in each calendar year.
- 104 The Board may regulate its proceedings as it thinks fit, subject to the provisions of these Articles of Association.
- 105 The quorum for a Board meeting shall be two Trustees or one third of the total number of Trustees, whichever is the greater, or such larger number as may be decided from time to time by the Board; in calculating the number that is one third of the total number of Trustees, fractions shall be ignored.
- 106 No business shall be transacted at any Board meeting unless a quorum is present at the time the decision is purported to be made.
- 107 Any meeting of the Trustees at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Board.
- 108 If the number of Trustees is less than the number fixed as a quorum, the Board may act only for the purposes of increasing the number of Trustees to that number or of summoning a general meeting.
- 109 A Trustee shall not be counted in the quorum present when any decision is made about a matter on which they are not entitled to vote.
- 110 Any Trustee may call a meeting of the Board.
- 111 The Secretary must call a meeting of the Board if required to do so by any other Trustee.
- 112 The person elected as the Chair shall chair meetings of the Board. If the Chair gives prior notice that he or she will be unable to attend a Board meeting or is not present within ten minutes after the time appointed for the meeting, the Trustees may appoint one of their number to chair that meeting.

- 113 At any Board meeting, decisions shall be made by a simple majority of votes.
- 114 Subject to Article 115, all acts done by a meeting of Trustees, or of a committee of Trustees, shall be valid notwithstanding the participation in any vote of a Trustee who was disqualified from holding office, or who had previously retired, or who had been obliged by the Articles to vacate office, or who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise, provided that if, without the vote of that Trustee and without that Trustee being counted in the quorum, the decision was made by a majority of the Trustees at a quorate meeting.
- 115 Article 114 does not permit a Trustee to keep any benefit that may be conferred upon him or her by a resolution of the Trustees, or of a committee of Trustees, if the resolution would have been void but for Article 114 or if the Trustee has not complied with the provisions of Article 73.
- 116 In the case of an equality of votes, the chair of the meeting shall be entitled to a second or casting vote.
- 117 A resolution signed in writing by a simple majority of Trustees entitled to receive notice of and to attend and vote on the resolution at Board meetings shall be as valid and effective as if it had been passed at a meeting of the Board duly convened and held provided that a copy of the proposed resolution was sent or submitted before the resolution is made to all the Trustees eligible to vote. Any such resolution may consist of two or more written copies of the resolution in like form each signed by or on behalf of one or more Trustees.
- 118 The Trustees may, at their discretion, hold a meeting of the Board by telephone or any other electronic means provided that all those participating in the meeting can hear and communicate with each other throughout the entire meeting.

### **Delegation**

- 119 The Board may delegate any of its powers or functions to a committee consisting of two or more persons appointed by them subject to the terms of any such delegation being agreed by the Board and recorded in the minutes of the meeting at which the delegation was agreed. The chair of any such committee may be appointed by the Board.
- 120 All acts and proceedings of committees to which the Board has delegated powers or functions must be fully and promptly reported to the Board.
- 121 If the Board has not appointed the chair of a committee, that committee may elect a chair.
- 122 The Board may impose conditions when delegating powers or functions including, but without limitation, that:

- 122.1 the relevant powers are to be exercised exclusively by the committee to whom they are delegated
- 122.2 no expenditure may be incurred on behalf of the Charity without the prior approval of the Board.
- 123 The Board may alter or revoke a delegation.
- 124 At any committee meeting, decisions shall be made by a simple majority of votes and, in the case of an equality of votes, the chair of the meeting shall be entitled to a second or casting vote.
- 125 Subject to the prior approval by the Board of the principle, committees may, at their discretion, hold a meeting of the committee by telephone or any other electronic means provided that all those participating in the meeting can hear and communicate with each other throughout the entire meeting.

### **Irregularities in proceedings**

- 126 All resolutions and acts of the Board or a committee shall be valid notwithstanding the participation in any vote of a Trustee who was not entitled to vote by reason of his or her prior retirement, disqualification or removal from office or conflict of interest or any other reason provided that the resolution or act would still have been made if the vote of the Trustee concerned had not been counted and if the Trustee had not been counted in the quorum.
- 127 No resolution or act of the Board, a committee or the Charity in general meeting shall be invalidated by reason of failure to give notice to any Trustee or member of a committee or Member of the Charity or by reason of any procedural defect in the meeting unless it is shown that the failure or defect has materially prejudiced a Member or beneficiaries of the Charity.

### **Accounts**

- 128 The Trustees shall comply with the requirements of the Companies Act 1985 and the Charities Act 1993 to:
  - 128.1 keep proper financial records
  - 128.2 prepare annual reports and statements of account
  - 128.3 prepare annual returns
  - 128.4 arrange for an audit or independent examination of the accounts to be carried out as appropriate and
  - 128.5 make necessary reports on changes to information held and to submit reports and accounts and annual returns as required by Companies House and the Charity Commission.

- 129 Accounting records relating to the Charity shall be made available for inspection by any Trustee at any reasonable time during normal office hours and may be made available for inspection by Members who are not Trustees if the Board so decides.
- 130 A copy of the Charity's latest available statement of account shall be supplied on request within two months to any Trustee or Member or any other person who makes a written request and, at the Board's discretion, pays the Charity's reasonable costs.

### **Notices**

- 131 Any notice required by these Articles of Association to be given to or by any person must be in writing or given using electronic communication.
- 132 Notice required to be given by the Charity to a Member or Trustee or any other person may be given:
- 132.1 personally, or
  - 132.2 by sending it by post in a prepaid envelope addressed to the person concerned at the latest address notified to the Charity, or
  - 132.3 by leaving it at the latest address notified to the Charity, or
  - 132.4 by sending it using electronic communication to the latest address notified to the Charity.
- 133 A Member who does not register an address with the Charity or who registers only a postal address that is not within the United Kingdom shall not be entitled to any notice from the Charity.
- 134 A Member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and of the purposes for which it was called.
- 135 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- 136 Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given.
- 137 A notice shall be deemed to be given forty eight hours after the envelope containing it was posted or, in the case of electronic communication, forty eight hours after it was sent.

## **Indemnity**

- 138 The Charity may indemnify any Trustee, auditor, reporting accountant or other officer of the Charity against any liability incurred by him or her to the extent permitted by the Charities Act 2006 and clause 14 of the Memorandum of Association.

## **Rules, bye-laws and codes of conduct**

- 139 The Board may from time to time make or amend or repeal such rules, bye-laws or codes of conduct for the conduct of the Charity's activities as they may deem necessary or expedient for the proper conduct and management of the Charity provided that no such rule, bye-law or code of conduct shall be inconsistent with the Memorandum and Articles of Association of the Charity.
- 140 No rule, bye-law or code of conduct shall be inconsistent with or shall affect or repeal anything contained in the Memorandum or Articles of Association.
- 141 Such rules, bye-laws or codes of conduct may regulate the following matters but are not restricted to them:
- 141.1 the admission of members to the Synod or the Charity (including the admission of a church or congregation or other organisation, incorporated or unincorporated, to membership of either body) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by such members
  - 141.2 the conduct of the Trustees and members of the Synod and the Charity in relation to one another and to the Charity's congregations and appointed ministers and to the Charity's employees and volunteers
  - 141.3 the preservation of the Charity's reputation
  - 141.4 the setting aside of any part or parts of the Charity's premises or funds at any particular time or times for any particular purpose or purposes
  - 141.5 the procedure at general meetings and at meetings of the Synod and the Board insofar as procedure is not regulated by the Companies Act 1985 or by these Articles
  - 141.6 the management of investments, the operation of bank accounts and the commitment of funds
  - 141.7 the keeping and authentication of records including the specification of a method of recording a signature that enables it to be properly authenticated if a regulation or bye-law permits records of the Charity to be kept in electronic form

- 141.8 generally all such matters as are commonly the subject matter of such rules.
- 142 The Trustees must adopt such means as they think sufficient to bring the rules, bye-laws and codes of conduct to the notice of the Members of the Synod and the Charity.
- 143 The rules, bye-laws and codes of conduct shall be binding on all members of the Synod and the Charity.

**Changes to the Articles of Association**

- 144 Subject to any necessary approval of the Charity Commission, these Articles of Association may be amended by special resolution of the Members of the Charity provided that no amendment is valid if it would have the effect of making the Charity cease to be a charity at law.
- 145 A copy of the resolution making the amendment shall be sent to the Charity Commission within twenty one days of being passed.

Signatures, names and addresses of subscribers

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Date

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Witness to the above signatures

Name

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Address

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Occupation

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