

The Companies Acts 1948 to 1981

MEMORANDUM  
And  
ARTICLES OF ASSOCIATION  
Of  
THE ST. EDMUNDSBURY AND IPSWICH  
DIOCESAN BOARD OF FINANCE

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Incorporated the 16<sup>th</sup> day of February 1916

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Adopted at an Extraordinary General Meeting  
Of the Board on 19<sup>th</sup> February 1985

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Chairman of the Meeting



LICENCE BY THE BOARD OF TRADE

Pursuant to Section 20 of the Companies (Consolidation) Act 1908

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WHEREAS it has been proved to the Board of Trade that THE ST. EDMUNDSBURY AND IPSWICH DIOCESAN BOARD OF FINANCE which is about to be registered under the Companies Acts 1908 and 1913, as an Association limited by guarantee, is formed for the purpose of promoting objects of the nature contemplated by the 20<sup>th</sup> Section of the Companies (Consolidation) Act 1908, and that it is the intention of the said Association that the income and property of the Association whencesoever derived shall be applied solely towards the promotion of the objects of the Association as set forth in the Memorandum of Association of the said Association, and that no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend or bonus or otherwise howsoever, by way of profit to the members of the said Association.

NOW, THEREFORE, the Board of Trade, in pursuance of the powers in them vested, and in consideration of the provisions and subject to the conditions contained in the Memorandum of Association of the said Association as subscribed by seven members thereof on the Tenth day of February 1916, do by this their licence direct THE ST. EDMUNDSBURY AND IPSWICH DIOCESAN BOARD OF FINANCE to be registered with limited liability, without the addition of the word "Limited" to its name.

SIGNED by Order of the Board of Trade, this Twelfth day of February 1916

H.A. PAYNE,

Comptroller of the Companies Department,  
authorised in that behalf by the

President of the Board of Trade  
11932

No. 143034

CERTIFICATE OF INCORPORATION

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I HEREBY CERTIFY that THE ST. EDMUNDSBURY AND IPSWICH DIOCESAN BOARD OF FINANCE (the word "Limited" being omitted by Licence of the Board of Trade) is this day Incorporated under the Companies Acts 1908 and 1913, and that the Company is limited.

GIVEN under my hand, at London, this Sixteenth day of the February One thousand nine hundred and sixteen.

GEO. J. SARGENT,

Assistant Registrar of Joint Stock Companies.

Fees and Deed Stamps, £7:5:0

The Companies Acts 1948 to 1981

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MEMORANDUM OF ASSOCIATION

Of

THE ST. EDMUNDSBURY AND IPSWICH DIOCESAN

BOARD OF FINANCE

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1. The name of the Association (in the Memorandum for brevity called "the Board) is "THE ST. EDMUNDSBURY AND IPSWICH DIOCESAN BOARD OF FINANCE".
2. The registered office of the Board will be situated in England.
3. The Objects for which the Board is established are, subject to and in compliance with any directions which may from time to time be given by the Diocesan Synod of St. Edmundsbury and Ipswich, as follows - to do all or any of the following things for the purpose of attaining the ends of the Board, if and so far as allowed by law, and subject to the observance and performance of whatever may be required by law in order legally to carry out the same:-
  - (A) To promote and assist the work and purposes of the Church of England in the Diocese of St. Edmundsbury and Ipswich whatever for the time being shall be the area of the diocese called the Diocese of St. Edmundsbury and Ipswich or called by any name which shall hereafter be substituted for the present name of the Diocese (which Diocese, by whatever name the same may be called, is hereinafter referred to as "The Diocese of St. Edmundsbury and Ipswich"), and in particular to organise and provide funds in aid of the work of the Church and for the following essential departments of the Church's work, viz.:-
    - I. Training for the Ministry
    - II. Maintenance of the Ministry
    - III. Provision of pensions for the Ministry
    - IV. Provision for widows and orphans of the clergy and lay workers and for necessitous clergy and lay workers and their wives and children.
    - V. Securing desirable sites for and the erection, alteration, improvement and repair of church buildings, mission rooms, church halls, parsonage houses, hostels, clergy houses, and other buildings, whether temporary or

otherwise, to be used for or in connection with any objects of the Board.

- VI. Religious education in all its branches, including the acquisition of buildings, and of sites for and the building, equipment, improvement, and repair of Church of England schools and colleges.
- VII. Provision of expenses of Diocesan and central organisation.

With such additions to and modifications of the departments aforesaid as from time to time may be expedient for the better carrying forward of the church's work, and to aid and further (in such manner as may be approved by a Resolution of the Diocesan conference or Synod of the Diocese of St. Edmundsbury and Ipswich and afterwards sanctioned by the Bishop for the time being of the said Diocese) the objects and work of the Church of England in any part of England and Wales outside the said Diocese, or beyond the borders of England and Wales, or any Mission or Church or body of Christians in communion therewith beyond such borders.

- (B) To act as the Financial Committee and Executive of the Synod of the Diocese of St. Edmundsbury and Ipswich and subject to such directions as may from time to time be given by the Synod to determine and control financial policy of the Diocese.
- (C) To act as the Parsonage Board for the Diocese.
- (D) To raise, expend, invest and accumulate funds and income for the purposes aforesaid, and from time to time to determine, or assist in determining, the proportions in which such funds ought to be contributed in the several Rural Deaneries of the Diocese, and in the several parishes of each Rural Deanery.
- (E) To enter into agreements with associations in connection with the Church of England carrying out in the Diocese of St. Edmundsbury and Ipswich, or elsewhere within the borders of England and Wales, any objects similar to any of the objects of this Board and to delegate any of its powers as may from time to time be provided by the Articles of Association.
- (F) To accept property of every kind and in any form whether real or personal to be held by the Board upon any trust connected with any of the Board's purposes.
- (G) To make grants or donations or annual payments to any association or body having any objects in connection with the Church of England similar to any of those of the Board, and whether in the Diocese of St. Edmundsbury and Ipswich or elsewhere within the borders of England and Wales.
- (H) To pay officers, clerks and servants of the Board, to make payments for

insurance on their behalf, and to make provisions for any person, or the widow of any person, who has been in the employment of the Board and to make provision for any person or the widow or dependants of any person who has been in the employment of the Board including on the transfer of any of the Board's property or undertaking.

- (I) To raise and borrow money at interest for the purposes of the Board, on such terms and on such security (if any) as may be determined, in particular by an issue of debentures or debenture stock, redeemable or otherwise, and to act as guarantors in respect of the raising of money for the advancement of any objects of the Board.
- (J) To promote or oppose, or join in promoting or opposing legislative and other measures affecting or likely to affect any of the objects or work of the Board, or any body or persons, in the aid or benefit of which is within the objects of the Board.
- (K) Subject in the case of land to the provisions of section 29 of the Charities Act 1960 to acquire obtain raise by borrowing or otherwise receive collect hold invest manage expend and otherwise deal with any moneys lands advowsons buildings stocks funds securities and real and personal property for any of the Board's purposes and to apply such moneys or property in furthering carrying on or promoting any of the purposes of the Board.
- (L) To take over or co-operate with any organisation, other than those hereinbefore mentioned or referred to, carrying on any work connected with the Church of England in the said Diocese or any part thereof.
- (M) To act as the executors of any deceased person and to accept property of any kind and in any form, whether real or personal to be held by the Board either alone or jointly with another or others, upon any trusts, whether already existing or newly created, connected with the Church of England.
- (N) To apply, if the Board shall by Special Resolution so decide, for a Royal Charter incorporating an associating having objects similar to those of the present Board and upon such incorporation to transfer and commit the property, work and objects of the present Board to the body incorporated by such Royal Charter.
- (O) To do all such lawful things as are incidental or conducive to the attainment of the above objects.

Provided that the Board shall not support with its funds any object or endeavour to impose on or procure to be observed by its members or others any regulation, restriction or condition which, if an object of the Board, would make it a Trade Union: provided also that in case the Board shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales the Board shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the members or Trustees of the Board shall be chargeable for such property as may come into their hands, and shall be answerable and accountable for their own acts, receipts, neglects and

defaults, and for the due administration of such property in the same manner and to the same extent as they would as such members or Trustees have been if no incorporation had been effected, and the incorporation of the Board shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such members or Trustees, but they shall as regards any such property be subject jointly and separately to such control and authority as if the Board were not incorporated. In case the Board shall take or hold any property, which may be subject to any trusts, the Board shall only deal with the same in such manner as allowed by law having regard to such trusts.

4. The income and property of the Board from whatever source derived shall be applied solely towards the promotion of the objects of the Board as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever by way of profit to the members of the Board or to any of them and no member of the Board shall be appointed to any salaried office of the Board or any office of the Board paid by fees or receive any remuneration or other benefit in money or moneys worth from the Board provided that nothing herein contained shall prevent any payment or provision in good faith by the Board
  - (a) of reasonable and proper remuneration to any officer or servant of the Board (not being a member of the Board) for any services rendered to the Board
  - (b) of grants, pensions and benefits by way of maintenance or otherwise in accordance with the provisions of this Memorandum of Association to the benefit of any class of clergy or lay workers of the Church of England which includes or may include members of the Board
  - (c) of interest on money lent by any member of the Board at a rate per annum not exceeding 2% less than the average minimum lending rate for the time being prescribed by the four main London clearing banks or 3% whichever is the greater
  - (d) of reasonable and proper rent for premises demised or let by any member of the Board
  - (e) of fees remuneration or other benefits in money or moneys worth to any company of which a member of the Board may also be a member holding not more than a 1/100<sup>th</sup> part of the capital
  - (f) to any member of the Board for reasonable out-of-pocket expenses for attending meetings of the Board or of any committee thereof or otherwise in connection with the business of the Board as may be determined

Any member of the Board may be present and take part in any discussion and vote in connection with any of the matters contained in or referred to in (a) to (f) hereof notwithstanding that he or she may thereby receive some benefit.

5. It is hereby agreed and declared that the Board is established for charitable purposes only within the legal meaning of that phrase and its property and income shall be held for such purposes only and all the objects and powers of



the Board as set forth in this Memorandum shall be construed as limited by this proviso which shall be treated as overriding in effect and as governing all the provisions of this memorandum.

6. The liability of the members is limited.
7. Every member of the Board undertakes to contribute to the assets of the Board in the event of the same being wound up during the time that he is a member, or within one year afterwards, for payment of the debts and liabilities of the Board contracted before the time at which he ceased to be a member, and the costs, charges and expenses of winding up the same, and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required not exceeding £1.
8. If upon the winding up or dissolution of the Board there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members of the Board, but if and so far as effect can be given to the next provision shall be given or transferred to some other institution or institutions having objects similar or cognate to the objects of the Board, and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Board under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Board at or before the time of dissolution, or in default thereof by such judge of the High Court of Justice as may have or acquire jurisdiction in the matter, and if and so far as effect cannot be given to such provision then to some charitable object in connection with the Church of England.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into an Association in pursuance of this Memorandum of Association.

Signatures	Names, Addresses and Descriptions of Subscribers
HENRY ST. EDMUNDSBURY AND IPSWICH	The Right Reverend HENRY BERNARD HODGSON, D.D., Parklands, Ipswich, Lord Bishop of St. Edmundsbury and Ipswich
CHARLES D. LAWRENCE	The Venerable CHARLES D'AGUILAR LAWRENCE, M.A., Bealings Grove, Woodbridge, Suffolk, Archdeacon of Suffolk
F.L BLAND	FRANCIS LAWRENCE BLAND, Copdock, near Ipswich, Banker.
BUNNELL H. BURTON	BUNNELL HENRY BURTON, Belstead Brook, Ipswich, Merchant
HENRY W.L. CORRY	Colonel The Honourable HENRY WILLIAM LOWRY CORRY, Edwardstone Hall, Boxford, Suffolk
CHARLES J. GRIMWADE	CHARLES JAMES GRIMWADE, Toppesfield Hall, Hadleigh, Suffolk, Solicitor
F.J. FULFORD	The Reverend FREDRICK JOHN FULFORD, Fornham, All Saints Rectory, Bury St Edmunds, Clerk in Holy Orders

Dated the 10<sup>th</sup> day of February 1916.

Witness:

RICHARD GIRLING ARNOTT,  
 14 Arcade Street  
 Ipswich,  
 Secretary.

THE COMPANIES ACTS 1948 TO 1981

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COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

NEW

ARTICLES OF ASSOCIATION

Of

THE ST. EDMUNDSBURY AND IPSWICH DIOCESAN

BOARD OF FINANCE

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(Adopted by Special Resolution passed on the day of )

INTERPRETATION

1. In these Articles:-

"The Acts" means the Companies Acts 1948 to 1981 and every other Act for the time being in force affecting the Company.

References in these Articles to a particular provision of the Acts shall be deemed to include a reference to any amendments or modifications thereto.

"The Seal" means the common seal of the Board

"Secretary" means any person appointed to perform the duties of the Secretary of the Board

"The United Kingdom" means Great Britain and Northern Ireland

"The Diocese" means whatever for the time being shall be the area of the Diocese called the "Diocese of St. Edmundsbury and Ipswich".

"The Board" means the St. Edmundsbury and Ipswich Diocesan Board of Finance.

"Diocesan Synod" and "Deanery Synod" shall have the meanings attached thereto respectively by the Synodical Government Measure 1969.

Expressions referring to writing shall unless the contrary intention appears be construed as including references to printing lithography photography and other modes of representing or reproducing words in a physical form.

UNLESS the context otherwise requires words or expressions contained in these Articles shall bear the same meaning as in the Acts or any statutory modification thereof in force at the date on which these Articles become binding on the Board.

MEMBERS

2. For the purposes of registration the number of the members of the Board is declared not to exceed 75 at the time of the adoption of these Articles. The Board may register an increase of members whenever it is considered desirable.

3. Subject to Article 2 hereof the following persons shall be members of the Board:-
  - (a) The Bishop for the time being of the Diocese (who shall be the President of the Board) the Suffragan Bishop and the Archdeacons for the time being of the archdeaconries of the diocese representative of the diocese on the Central Board of Finance the Provost of St. Edmundsbury and the Honorary Treasurer of the Board ex-officio.
  - (b) Such other and such number of persons to be elected triennially by the Diocesan Synod or by the Deanery Synod or otherwise as the Diocesan Synod shall from time to time direct provided that, in pursuance of the Diocesan Boards of Finance Measure 1925, not less than two-thirds of such elected persons shall be members of the Diocesan Synod.
  - (c) Such other persons not exceeding ten in number as may be co-opted from time to time by the Board provided that no person shall be co-opted for a period exceeding three years.
  - (d) Such persons as may be nominated as hereinafter provided to fill vacancies in the number of the elected or co-opted members.
  - (e) A majority of the members of the Board shall be laymen
  - (f) Any member of the Board shall be eligible to be re-elected or re-co-opted
4. Any casual vacancy in the number of the elected or co-opted members of the Board may be filled by the Board in General Meeting but the person nominated to fill the vacancy shall continue a member only for the residue of the period for which the person whose place he is to take was elected.
5. Every member qualified to be a member of the Board shall become a member upon giving written consent so to do.
6. The Diocesan Synod shall have power by resolution to direct and from time to time alter the mode in which members of the Board to be elected by the Diocesan Synod shall be elected and a certificate of the result of such election, signed or purporting to be signed by the person who is or appears to be the Secretary for the time being of the Diocesan Synod and delivered to the Secretary of the Board shall be sufficient evidence of such result and of the validity of the election.
7. Membership shall cease or terminate in manner following, that is to say:-

As to members being the Bishop of the Diocese the Suffragan or Assistant Bishop or Bishops of the Diocese or the Archdeacons of the Diocese upon death resignation or ceasing to hold their respective offices and as to any other member upon his dying or resigning or being absent from all meetings of the Board for a period of twelve calendar months or upon the expiration of the period for which he was appointed and any member may resign his membership at any time by giving to the Secretary of the Board at least seven days notice in writing of his intention to resign at the date stated in such notice.

8. Every member of the Board, other than an ex-officio member, shall be eligible for re-election or re-co-option, as the case may be and shall, except in the case of death or resignation, continue to be a member until his successor is elected or co-opted.
9. The Board may act notwithstanding any vacancy in the number of members.

#### GENERAL MEETINGS

10. A General Meeting to be called "the Annual General Meeting" shall be held once in every year on such day (being not more than fifteen months after the holding of the proceeding Annual General Meeting) and at such place as the Board may appoint. Other General Meetings (which shall be called "Extraordinary General Meetings") shall (subject as hereinafter mentioned) be held at such intervals as the Board may determine.
11. The Secretary may in urgent cases with the sanction of three members of the Board and shall upon a requisition made in writing and signed by any five or more members of the Board convene an Extraordinary General Meeting.
12. Any requisition duly made by members of the Board shall express the object of the Extraordinary General Meeting proposed to be called and shall be left at the Registered Office of the Board. Upon receipt of the requisition the Secretary shall forthwith proceed to convene an Extraordinary General Meeting, and if he does not do so within twenty-one days from the date of receipt of the requisition, the members making such requisition may themselves convene an Extraordinary General Meeting.
13. (a) All business shall be deemed special that is transacted at an extraordinary general meeting and also all that is transacted at an annual general meeting with the exception of considering accounts balance sheets and reports of the directors and auditors and the election of directors in the place of those retiring and the appointment of and the fixing of the remuneration of the auditors  
(b) Twenty one clear days' notice at least of every annual general meeting or of an extraordinary general meeting for the passing of a special resolution and fourteen clear days' notice at least of any other meeting of the Board shall be sent to each member specifying the place and time of meeting and the general nature of all business to be transacted thereat and setting out exactly the wording of any proposed special or extraordinary resolution, but the accidental omission to give notice of a meeting or the non-receipt of a notice by any member shall not invalidate the proceedings of any meeting. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given.
14. At any General Meeting unless the Board otherwise decides twelve elected members shall be a quorum and no business shall be transacted at any meeting unless a quorum be present thereat. If within half-an-hour from the time appointed for a meeting a quorum be not present, the meeting shall be dissolved.

15. At every meeting all matters which come under consideration (except such matters as must be dealt with by Special or Extraordinary Resolution or as by any regulations, standing orders or bye-laws of the Board for the time being in force require some other majority) shall be decided by a simple majority of the members personally and voting.
- <sup>1</sup>16. The Board shall from time to time elect a Chairman who shall be a layman and may at their discretion elect two Vice Chairmen, one of whom shall be a layman and one a Member in Holy Orders, all of whom shall serve for such period as the Board may determine. At the Annual General Meeting, the Bishop of the Diocese if present shall take the Chair.
- <sup>2</sup>17. At any meeting the Chairman or in his absence one of the Vice Chairman if necessary nominated by the meeting, shall preside as chairman of such meeting provided that at their option, the Chairman or either of the Vice Chairman as the case may be elect at a particular meeting not to preside as chairman of such meeting for the whole or part of the time but notwithstanding the election, he may continue to be present at such meeting. If neither the Chairman or neither of the Vice Chairmen is present at any meeting nor willing to preside, the members present shall chose one of their number to be the chairman. The chairman of the meeting shall in case the votes thereat are equally divided have a second or casting vote. Such chairman may with the consent of the meeting, adjourn the same from time to time and from place to place, and the Secretary shall notify the members thereof. No business shall be transacted at any adjourned meeting other than the business left undisposed of at the meeting at which adjournment took place.
18. Subject to the provisions of the Acts a resolution in writing signed by all members of the Board for the time being entitled to receive notice of and to attend and vote thereon in general meeting, shall be as valid and effective as if the same had been passed at a general meeting of the Board duly convened and held.

#### VOTES OF MEMBERS

19. (a) Every member shall have one vote and one vote only and no vote shall be given by proxy.
- (b) At any general meeting of the Board a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:-
  - (i) by the Chairman or
  - (ii) by at least five members of the Board present in person
- (c) Unless a poll be so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall together with an entry to that effect in the book containing the

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<sup>1</sup> Amendment: Para 16 DBF 23/9/94

<sup>2</sup> Amendment: Para 17 DBF 23/9/94

minutes of the proceedings of the Board be conclusive evident of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. A demand for a poll may be withdrawn.

- (d) Except as provided in paragraph (b) of this Article if a poll is duly demanded it shall be taken in such manner as the Chairman directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- (e) In the case of an equality of votes whether on a show of hands or on a poll the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.
- (f) A poll demanded upon the election of a Chairman or upon a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman of the meeting directs and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

#### APPOINTMENT OF OFFICERS

20. The Board may appoint and at its discretion remove or suspend such Officers, Secretaries, Treasurers, Accountants, Clerks, Agents or Servants for permanent, temporary or special services as the Board may from time to time think fit and may determine their duties and fix their salaries or emoluments and require security in such instances and to such amounts as may be thought fit.

#### POWERS OF THE BOARD

21. The Board may from time to time by resolution appoint or remove and delegate any of its powers to any committee or committees consisting of three or more members and the Board may by resolution determine and regulate the powers and duties of such committees and the quorum necessary for transaction of business and the procedures of all such committees and failing any such resolution a committee may fix its own quorum and determine its own procedural rules PROVIDED THAT no resolution of any such committee shall have and validity of effect unless
- (a) the majority of the members of the committee present and entitled to vote at the meeting are members of the Board or
  - (b) the resolution is confirmed by the Board in general meeting AND PROVIDED ALSO that all acts and proceedings of such committee or committees shall be reported in due course to the Board.
22. All cheques promissory notes drafts bills of exchange and other negotiable instruments and all receipts for moneys paid to the Board shall be signed drawn accepted endorsed or otherwise executed as the case may be in such manner as the Board shall from time to time determine.
23. All acts done by the Board or by any committee of the Board shall notwithstanding the existence of any vacancy or the subsequent discovery of

some disqualification or defect in the appointment of any member of the Board or committee be as valid as if such vacancy disqualification or defect had not existed.

## THE DIRECTORS

24. The Directors of the Board for all the purposes of the Acts shall be:
- (a) <sup>34</sup>The Bishop of the Diocese, the Archdeacons of the Diocese, the Chairman of the Board, the Vice Chairmen of the Board, the elected Chairman of the Parsonages Committee or his appointed representative, the elected Chairman of the Glebe & Investment Committee or his appointed representative, the Chairman respectively of the Houses of Clergy and Laity of the Diocesan Synod for the time being.
  - (b) <sup>5</sup>Two persons, one clergy and one lay, elected annually by the Board at the Annual General Meeting of the Board in each calendar year. The Directors for the time being may appoint a replacement [clergy or lay as appropriate] to fill any casual vacancy arising among such persons. Such replacement or replacements shall hold office until the next Annual General Meeting of the Board.
25. The Directors shall perform such functions and exercise such powers as shall from time to time be delegated to them by the Board.
26. A Director shall vacate his office if:
- (a) in the case of an ex-officio member he ceases to hold the office which qualifies him to be a member
  - (b) in the case of an elected member at the first meeting of the Board in the calendar year following his election provided that he shall then be eligible for re-election
  - (c) if he becomes bankrupt or make any arrangement or composition with his creditors generally or
  - (d) if he becomes prohibited from being a Director by reason of any order made under the Acts or
  - (e) if he becomes of unsound mind or
  - (f) if he resigns from his office by notice in writing to the Board or
  - (g) if he is directly or indirectly interested in any contract with the Board and fails to declare the nature of his interest in manner required by Section 199 of the Companies Act 1948 as amended by Section 60 of the Companies Act 1980
  - (h) if he is removed from office by a resolution duly passed under section 184 of the Companies Act 1948.

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<sup>3</sup> Amendment: Para 24 (a) DBF 20/3/94

<sup>4</sup> Amendment: Para 24 (a) DBF 21/4/99

<sup>5</sup> Amendment: Para 24 (b) DBF 10/4/2002



27. The Directors of the Board shall at all times be members of the Board and shall vacate office upon ceasing to be such.
28. No Director shall vacate or be required to vacate his office on or by reason of his attaining or having attained the age of seventy or any other age and any such Director retiring or liable to retire under the provisions of these Articles and any such person proposed to be appointed shall be capable of being reappointed or appointed as the case may be as a Director thereof notwithstanding that at the time of such reappointment or appointment he has attained the age of seventy or any other age and no special notice need to be given of any resolution for the reappointment or appointment or approving the appointment as a Director of a person who shall have attained the age of seventy or any other age.

#### PROCEEDINGS OF THE DIRECTORS

29. The Directors shall meet at such times and in such manner and in accordance with such procedural rules as they from time to time may determine.

#### BYE-LAWS ETC

30. The Board may from time to time make vary and repeal regulation standing orders and bye-laws for the regulation and conduct of the business and affairs of the Board its officers servants and members but so that such regulations standing orders and bye-laws shall not be inconsistent with the provisions or regulations contained in the Memorandum and Articles of Association or amount to such an addition to or alteration of the Articles of Association as could only legally be made by special resolution. In any case where there is a conflict between the Articles of Association and any regulations standing orders or byelaws made by the Board then the provisions of the Articles of Association shall prevail.

#### HONORARY TREASURER

31. The Honorary Treasurer shall be elected by the Board at the first meeting of the Board in the calendar year following each tri-annual election of the Diocesan Synod and shall hold office until the 31<sup>st</sup> December after the next tri-annual election of the Diocesan Synod and shall then be eligible for re-election.

#### SECRETARY

32. The Secretary shall be appointed by the Board in consultation with and subject to the approval of the Bishop of the Diocese for such term as such remuneration and upon such conditions as the Board in general meeting shall determine and any Secretary so appointed may be similarly removed. The Secretary shall be entitled to attend and speak at meetings of the Board and its Committees.
33. A provision of the Acts or these Articles requiring or authorising a thing to be done by a Director and the Secretary shall not be satisfied by its being done by the same person acting both as a Director and as, or in the place of, the Secretary.

34. The Secretary shall keep a record of every occasion upon which the Seal is used and every instrument to which the Seal is affixed shall be signed by a Director or such other officer as the Board may from time to time determine and countersigned by the Secretary or in the absence of the Secretary by a second Director of the Board.

#### DISCLOSURE OF INTERESTS

35. A member of the Board or any of its Committees may vote at a meeting of the Board or Committee as the case may be in regard to any contract of arrangement in which he is interested or upon any matter arising thereout and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration subject to his disclosing such interest in any such contract or arrangement.

#### ACCOUNTS

36. The Board shall cause proper accounting records to be kept in accordance with Section 12 of the Companies Act 1976 and in particular with respect to:
- (a) all sums of money received and expended by the Board and the matters in respect of which the receipts and expenditure take place
  - (b) statement of all goods sold and purchased showing the goods and the buyers and sellers
  - (c) the assets and liabilities of the Board

Proper records shall not be deemed to be kept if there are not kept such records as are necessary to show and explain the Board's transactions, to disclose with reasonable accuracy at any time the financial position of the Board at that time and to give a true and fair view of the Board's state of affairs.

37. The accounting records shall be kept at the registered office of the Board or at such other place or places as the Board may think fit and shall be open to the inspection of members of the Board subject to such reasonable conditions or regulations as to the time or manner of inspecting the same as may from time to time be imposed by the Board.
38. The Directors shall from time to time in accordance with Section 1 and 6 of the Companies Act 1976 section 149, 149A, 155, 156 and 157 of the Companies Act 1948 cause to be prepared and to be laid before the Board in general meetings such profit and loss accounts balance sheets and reports and disclosures as are required by the Acts and copies of the same shall be presented to the Diocesan Synod.
39. A copy of every balance sheet including every document required by law to be annexed thereto which is to be laid before the Board in general meeting together with a copy of the auditor's report shall not less than twenty one days before the date of the meeting be sent to every member of the Board.

#### AUDIT

40. Auditors shall be appointed and their duties regulated in accordance with Section 161 of the Companies Act 1948 Section 14 and 23(A) of the Companies Act 1967 Sections 13 to 18 of the Companies Act 1976 and Section 7 and 12 of the Companies Act 1981. The auditor's report shall be open to inspection and be read before the general meeting at which the accounts are laid before the Board and published in accordance with Section 11 of the Companies Act 1981.
41. Once at least in every year the accounts of the Board shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified auditor or auditors.

#### NOTICES

42. A notice may be served by the Board on any member either personally or sent through the post in a pre-paid envelope or wrapper addressed to such member at his registered address. Where a notice is sent by post service of the notice shall be deemed to be effected by properly addressing pre-paying and posting a letter containing the notice and service thereof shall conclusively deemed to have been effected at the end of the third day after the day of posting. All members shall from time to time give the Board an address within the United Kingdom at which notices may be served upon him and members who do not comply with this provision shall not be entitled to receive notices. Notices of every general meeting shall be given in the manner hereinbefore authorised to the auditors for the time being of the Company.

#### INDEMNITY

43. Every member and officer for the time being of the Board shall be indemnified out of the funds of the Board against all losses and expenses incurred in the discharge of his duties except such as shall happen through his own dishonesty or wilful act neglect or default and every such member or officer shall be chargeable only for so much money or property as he shall actually receive personally for or in the course of the business of the Board and shall be answerable only for his own acts neglects or defaults and not for the acts neglects or defaults or any other person nor for the insufficiency of any security for money invested or for defect of any title to any estate or property acquired by the Board nor for any loss or damage which may happen in the discharge of his duties unless the same shall happen through his own dishonesty or wilful act neglect or default.
44. Clause 8 of the Memorandum of Association relating to the winding up and dissolution of the Board shall have effect as if the provisions thereof were repeated in these Articles.