

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL.

MEMORANDUM OF ASSOCIATION

of

THE CHESTER DIOCESAN BOARD OF FINANCE.

(As altered by Special Resolutions passed on the
17th day of March, 1950, the 26th day of June, 1958, the 22nd day of July, 1970,
the 6th day of December 1995, the 15th day of November 2014 and the 12th day of March 2016.)

1. The Name of the Association is "THE CHESTER DIOCESAN BOARD OF FINANCE".
2. The Registered Office of the Association will be situate in England.
3. The objects for which the Association is established are the following objects:-
 - (1) To maintain and promote the spiritual teaching of the Church of England (hereinafter termed "the Church") and the maintenance of the spirit of the doctrines on which it rests and the observances that serve to promote and manifest it.
 - (2) To be the Diocesan Board of Finance of the Diocese for any time being of Chester (herein designated "the Diocese") of the Church and to act in particular as a Committee of the Diocesan Synod of the Diocese.
 - (3) To take the Diocese as the main but not the exclusive sphere of its work and activities and in the execution of the objects of the Association herein mentioned to be primarily concerned with the Diocese and bodies, institutions and persons therein but so that the Association shall be concerned to further the interests of the Church in general and authorised to prosecute any of such objects both within and without the Diocese and in any part of the world and on behalf or for the benefit of the Church at large or any branch thereof of any religious bodies or institutions in community with the Church.
 - (4) To raise and collect moneys and funds for the purposes of the Association and of the Church and of bodies and institutions (hereinafter termed "the said bodies or institutions") forming part of or connected with the organisation of the Church or under its control and carrying out the work of the Church or some part of it (whether of a central diocesan local or other kind) and to procure obtain and receive moneys and funds by way of contributions donations subscriptions legacies gifts grants or by any other lawful means and for such purpose to arrange in particular what contribution should be made by different parts of the Diocese and to act as treasurers of moneys and funds raised collected or obtained by the Association or by any of the said bodies or institutions and as financial agents for any of the said bodies or institutions and to provide or assist in providing for any expenses or liabilities of the Association or of any of the said bodies or institutions.
 - (5) Subject as to land to the provisions of section 19 of the Companies (Consolidation) Act, 1908, to acquire in any manner and hold any real or personal property and any rights or privileges which the Association may think fit and in particular to accept and receive gifts, grants, transfers and assurances of property of any description (whether subject to any special trusts or not) for the purposes of the Association or of the Church or of any of the said bodies or institutions or any of such purposes.
 - (6) To procure and provide and assist in procuring and providing money, funds, property and endowments for the work of the Church in particular areas, parishes; conventional districts or other districts or localities, benefices, assistant curacies, chaplaincies or other offices or for Church work to be carried on by any of the said bodies or institutions and to allocate appropriate and distribute the same as the Association may think fit.

- (7) To advise, co-operate with and assist in any way any of the said bodies or institutions and to appoint persons (whether members of the Association or not) to serve on any committee or managing body of any such body or institution and to participate in, take over, conduct, carry on, manage or superintend wholly or partially the work, business or affairs of any such body institution and to appoint or concur in appointing managers, supervisors, trustees, treasurers, inspectors, examiners, administrators or other officers of or for or in relation to any such body institution.
- (8) To promote, provide and ensure and assist in promoting, providing and ensuring training of clergy, teachers and workers of and for the Church and religious education for all sorts of persons and in particular for the young and generally to promote education and mental moral and spiritual welfare of every kind.
- (9) To procure and provide and assist in procuring and providing stipends, salaries, emoluments, remuneration, pensions, financial assistance, maintenance and support for clergy, inspectors and examiners of religious knowledge, teachers, workers and other persons who are or have been connected with the ministry or the work of the Church or engaged in its service and the widows, children, families and dependents of them or any of them.
- (10) To procure and provide for and assist in procuring and providing for the acquisition, erection, construction, repair, maintenance and upkeep of churches, chapels, burial grounds, residences for ministers, teachers and workers, colleges, schools and school houses, club rooms, refuge and rescue homes, mission, parochial, central, diocesan or local halls and rooms and offices and structures or buildings of all kinds and gardens and recreation or other grounds to be used for the purposes of the Church.
- (11) In connection with and for the furtherance of the objects of the Association to accept, undertake or take over any trusts or obligations and to act as active trustees or as bare or passive or custodian trustees in respect of any trusts or obligations and to act as executors of wills and as administrators of estates of deceased persons and to undertake, take over, perform and exercise duties, functions, powers and discretions of any kind in respect of the execution of any trusts or obligations or the management or administration of any property subject to any trust or otherwise in respect of the conduct of any trust affairs.
- (12) Subject to the express provisions of any special trust and so far as lawfully may be to delegate all or any of the duties, functions, powers and discretions vested in the Association as such trustees, executors or administrators as aforesaid to any other particular persons or bodies (whether including members of the Association or not).
- (13) To create and constitute or assist in creating or constituting any special trusts and in appointing any special trustees and in regulating their duties, functions, powers and discretions for any purposes of the Church or of the Association.
- (14) To construct, alter, pull down, decorate, maintain, furnish, fit up and improve any buildings or offices and undertake and execute any works necessary or convenient for the purposes of the Association or of the Church.
- (15) * * * * *
- (16) Subject to the express provisions of any special trust and to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law to invest and deal with the moneys belonging to or under the control of the Association and not immediately required in such manner as may from time to time be determined.
- (17) To borrow or raise money in such manner and upon such terms as the Association shall think fit and in particular upon the security by way of mortgage, charge, debenture or otherwise of all or any part of the property belonging to or under the control of the Association.

*Sub-Clause 15 was deleted by Special Resolution passed on the 26th day of June 1958 and was not replaced by a new Sub-Clause.

- (18) For the purpose of assisting any of the said bodies or institutions to undertake or carry out the work of the Church to procure or make or join in procuring or making loans to such bodies, institutions on such terms as the Association may think fit and to guarantee the performance of contracts and engagements and the discharge of liabilities by such bodies institutions.
- (19) To make, draw, accept, indorse, execute and issue promissory notes and bills of exchange.
- (20) To sell, improve, manage, develop, exchange, let, demise, mortgage, dispose of, turn to account or otherwise deal with all or any part of the property rights and privileges belonging to, held by or under the control of the Association with a view to the promotion of its objects.
- (21) To publish, issue and circulate any-reports, statistics or periodicals, books, pamphlets, leaflets or other documents necessary or desirable to promote or further the work of the Association or of the Church.
- (22) To arrange and provide for or join in arranging and providing for the holding of exhibitions, meetings, lectures and classes calculated directly or indirectly to further the objects or purposes of the Association or of the Church or any of them.
- (23) To transfer or dispose of with or without valuable consideration any part of the property rights, privileges and assets belonging to, held by or under the control of the Association to any body or person engaged or about to engage in any spiritual work under the direction or control or guidance of the Church provided that such body is not carrying on business for profit or gain for distribution by way of dividend, bonus or otherwise amongst its members.
- (24) To enter into any arrangements which may seem conducive to the advantage or benefit of the Association or of the Church with any authority, supreme, municipal, local or otherwise and to obtain from any such authority any rights, privileges and concessions which it may seem desirable to obtain and to carry out and comply with any such arrangements, rights, privileges and concessions.
- (25) To apply for, promote and obtain or join in applying for, promoting or obtaining any Act of Parliament Measure Provisional Order Royal Charter or licence of any authority necessary or desirable for the furtherance or realisation of any of the objects purposes or aims of the Association or of the Church and to take all such steps and proceedings and to do all such acts and things either alone or jointly with others whether by opposing applications or proceedings or otherwise as may seem necessary or expedient to protect the interests of the Association or of the Church.
- (26) Subject as hereinafter provided to employ and pay legal and other expert advisers superintendents, managers, secretaries, accountants, officers, clerks and other persons or bodies whose services are required or deemed expedient for carrying out or carrying on any of the objects purposes or activities of the Association.
- (27) To provide for the welfare of employees or ex-employees of the Association and the wives, widows, children, families or dependents of such persons by grants of money, pensions or otherwise.
- (28) To perform any services, transact any business or do any work within the scope of the objects of the Association gratuitously or for remuneration or otherwise and on such terms and conditions in all respects as the Association may determine.
- (29) To do all or any of the above things as principals, agents, delegates, trustees or otherwise and by or through agents, delegates, trustees or otherwise and either alone or in conjunction with others.

And throughout this Clause the word "body" includes any society association organisation or aggregate of persons whether incorporated or unincorporated and whether of a voluntary nature or otherwise and the word "institution" includes any foundation charity or establishment of any kind and so far as the context admits words importing the plural include the singular and vice versa and words importing the masculine include the feminine.

Provided however that the fundamental and essential purposes for which the Association is established are the purposes or objects set forth in sub-clause (1) of this clause and accordingly the particular objects and powers set forth in sub-clauses (2) to (29) of this clause are intended not by way of extension of sub-clause (1) but as the means of carrying out or furthering such fundamental and essential purposes expressed in sub-clause (1).

Provided also that the Association 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 Association would make it a Trade Union.

Provided also that in case the Association shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or Board of Education the Association 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 Executive Committee or other governing body and any Trustees of the Association 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 Executive Committee or Governing Body or Trustees have been if no incorporation had been effected and the incorporation of the Association shall not diminish or impair any control or authority exercisable by the Chancery Division the Charity Commissioners or the Board of Education over such Executive Committee Governing Body or Trustees but they shall as regards any such property be subject jointly and separately to such control or authority as if the Association were not incorporated. In case the Association shall take or hold any property which may be subject to any trusts the Association 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 Association whencesoever derived shall be applied solely towards the promotion of the objects of the Association as set forth in this Memorandum of Association and of any one or more of those objects to which such income or property may lawfully be applied 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 persons who at any time are or have been Members of the Association or to any of them or to any person claiming through any of them.

Provided that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any officers or servants of the Association or to any Member of the Association or other person in return for services actually rendered to the Association or be deemed to exclude any Member of the Association from the benefit of any grant made in furtherance of any of the objects of the Association or prevent the payment of interest at a rate not exceeding 5 per cent. per annum on money lent or reasonable and proper rent for premises demised or let by any Member to the Association or prevent the gratuitous distribution among or sale at less than cost to members of the Association of any books pamphlets or other publications of the Association for their private use but so that no member of the Council of Management or Governing Body of the Association shall be appointed to any salaried office of the Association or any office of the Association paid by fees and that no remuneration or other benefit in money or moneys worth shall be given by the Association to any Member of such Council or Governing Body without the prior written consent of the Charity Commission except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Association provided that the provision last aforesaid shall not apply to any payment to any Railway Gas Electric Lighting Water Cable or Telephone Company of which a member of the Council of Management or Governing Body may be a member or any other Company in which such member shall not hold more than one-hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.

5. The fourth paragraph of this Memorandum is a condition on which a licence is granted by the Board of Trade to the Association in pursuance of section 23 of the Companies Act, 1867. For the purpose of preventing any evasion of the terms of the said fourth paragraph the Board of Trade may from time to time on the application of any member of the Association impose further conditions which shall be duly observed by the Association.

6. If the Association act in contravention of the fourth paragraph of this Memorandum or of any such further conditions the liability of every Member of the Committee of the Association shall be unlimited and the liability of every Member of the Association who has received any such dividend bonus or other profit as aforesaid shall likewise be unlimited.

7. * * * * *

*Clause 7 was deleted by Special Resolution passed on the 28th day of June 1958 and was not replaced by a new Clause.

8. Each Life Member of the Committee undertake to contribute to the assets of the Association in the event of the same being wound up during the time that he is a Life Member of the Committee or within one year afterwards for payment of the debts and liabilities of the Association contracted before the time at which he ceases to be a Life Member of the Committee and of the costs, charges and expenses of winding up the Association and for the adjustment of the rights of the contributories among themselves such amount as may be required not exceeding the sum of five pounds. Such liability to contribute the sum of five pounds to the assets is to be in exoneration as far as it may extend of the liability of each Member of the Association to contribute the sum of five shillings next hereinafter mentioned and each Life Member of the Committee is to be liable to the payment of the said sum of five shillings in addition to the said sum of five pounds. Each Member of the Association undertakes to contribute to the assets of the Association 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 Association contracted before the time at which he ceases to be a member and of the costs, charges and expenses of winding up the Association and for the adjustment of the rights of the Contributories amongst themselves such amount as may be required not exceeding five shillings; or in case of his liability becoming unlimited such other amount as may be required in pursuance of the sixth paragraph of this Memorandum.

THE COMPANIES ACT 1985

**ARTICLES OF ASSOCIATION
OF
THE CHESTER DIOCESAN BOARD OF FINANCE**

Interpretation

1. In these Articles:

"the Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force;

"the Articles" means the Articles of the Board;

"Bishop" means the Bishop for the time being of the Diocese;

"Board" means the Chester Diocesan Board of Finance;

"Clear days" in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

"Diocese" means whatever for the time being shall be the Church of England Diocese called the Diocese of Chester;

"Property" means the moneys, stocks, funds, shares and securities, lands, advowsons, hereditaments, buildings and other real and personal property from time to time belonging to or under the control, management or administration of the Board or to which the Board or any person or persons in trust for them shall from time to time be seized, possessed or entitled, or to, in or upon which the Board may from time to time have any right, title, interest, claim, lieu, charge or demand;

"Seal" means the Common Seal of the Board;

"Secretary" means the Secretary of the Board or any other person appointed to perform the duties of the Secretary of the Board including a joint, assistant or deputy secretary;

"Standing Committee" means the Bishop's Council and Standing Committee from time to time of the Diocese;

"Standing Orders" means the standing orders from time to time of the Synod.

"Synod" means the Diocesan Synod for the time being of the Diocese;

"United Kingdom" means Great Britain and Northern Ireland.

Unless the context otherwise requires, words or expressions contained in these Articles bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these Articles become binding on the Board.

Members

2. The number of members of the Board shall not be less than 150 and shall not exceed 270 or such other numbers as may be prescribed by statute as the minimum and maximum size of the Synod.
3. Subject to Article 2 the following persons shall be qualified to be members of the Board:
 - (a) The Bishop for the time being of the Diocese (who shall be the President of the Board ex officio);
 - (b) Each and every member for the time being of the Synod;
 - (c) Such other persons as may be co-opted in manner hereinafter provided.
4. In the event of the total membership, including vacancies by death or resignation, of the lay members of the Board failing to exceed the total membership, including vacancies as aforesaid, of the clergy members of the Board by more than one, the lay members of the Board shall by resolution co-opt such further lay persons as shall ensure that a majority by one of the members of the Board are lay members.
5. (1) Members of the Board shall hold office for the lifetime of the Synod of which they are Members.

(2) Each person, who becomes a member of the Board by virtue of his membership of the Synod, shall cease to be a member of the Board on ceasing to be a member of the Synod.

(3) Members of the Board co-opted under Article 3(c) shall hold office for the lifetime of the Synod during which they are co-opted.
6. Every person qualified to be a member of the Board and whose name is entered in the register of members pursuant to Section 352 of the Act shall be a member of the Board.
7. The Board may act notwithstanding any vacancy in the numbers of members.
8. The existing members of the Board at the date of adoption of these Articles shall continue as such members and shall constitute the Board for all purposes until 31 December 1995 and shall then cease to be members but may immediately become qualified to be members again under the provisions of Article 3.

General Meetings of the Board

9. The Board shall in each year hold a General Meeting as its Annual Meeting in addition to any other meetings which may be held in that year and shall specify the meeting as such in the notices calling it and not more than eighteen months shall elapse between the date of one Annual General Meeting of the Board and that of the next.
10. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
11. The Secretary, at the request of the Chairman of the Board, or of the Bishop, or of one sixth of the total membership of the Board, shall have power to convene an Extraordinary General Meeting. Any requisition made by members of the Board shall express the object of the meeting proposed to be called. Upon the receipt of such requisition the Secretary shall forthwith proceed to convene a General Meeting and if he/she does not convene the same within twenty-one days from the date of the receipt of such requisition the members making such requisition may themselves convene a General Meeting.

Notice of General Meetings

12. Subject to the provisions of Section 369 of the Act, twenty-one clear days' notice shall be given of every Annual General Meeting and of every meeting convened to consider passing a special resolution and fourteen days' notice shall be given of every other General Meeting. The notice shall specify the place, the day and the hour of the meeting and, in the case of special business, the general nature of that business and shall be given in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Board in General Meeting to such persons (including the Auditors) as are under the Articles or the Act entitled to the same.
13. 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.

Proceedings at General Meetings

14. Subject to the provisions of the Articles the proceedings at all General Meetings shall be conducted in accordance with Standing Orders.
15. No business shall be transacted at any meeting unless a quorum is present. One third of the total number of lay members together with one third of the total number of clerical members shall be a quorum.
16. If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such quorum ceases to be present, the meeting shall stand adjourned to such other time as the directors may determine.
17. 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 the consideration of the accounts and balance sheet and the reports of the board of directors and the Auditors and the appointment of, and the fixing of the remuneration of, the Auditors.
18. The Board shall elect as its Chairman such person as shall be nominated by the Standing Committee with the approval of the Bishop. Such election shall take place at the first meeting of the Board following each general election of members of the Synod. During his/her term of office, and subject to Article 20 hereof, the Chairman shall preside as Chairman at every General Meeting of the Board. In the event of the death or permanent mental or physical incapacity of the Chairman, or if the Chairman shall notify the Board in writing of his/her wish to resign from such post, the Board upon the nomination of the Standing Committee may elect an acting Chairman who shall hold office for a term expiring at the same time as that held by the Chairman. A retiring Chairman may offer himself/herself for re-election. The Chairman, including the existing Chairman, shall continue in office as Chairman until a new Chairman is appointed.
19. If there is no such Chairman, or if he/she shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the members present shall elect one of their number to be Chairman of the meeting.
20. The Chairman may with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
21.
 - (1) At any General Meeting a resolution put to the vote of the meeting shall be . decided on a show of hands unless, before or upon the declaration of the result of the show of hands, a poll is demanded by the Chairman or by at least twenty members present in person. Unless a poll is so demanded, and not withdrawn, a declaration by the Chairman of the meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Board, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
 - (2) Subject to the provisions of paragraph (3) of this Article, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
 - (3) No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.
 - (4) In the case of any equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote.
 - (5) The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.
22. Subject to Article 21(4) hereof, each member of the Board entitled to vote shall have one vote only, and votes shall in all cases be given personally and not by proxy.

The Standing Committee

23. The members for the time being of the Standing Committee shall be the board of directors of the Board and they shall have responsibility for the management of the business of the Board.
24. No member of the Standing Committee shall vacate or be required to vacate his/her office on or by reason of his/her attaining or having attained the age of seventy or any other age, and any such member retiring or liable to retire under the provisions of these Articles and any person proposed to be appointed shall be capable of being appointed or re-appointed, as the case may be, as a member thereof, notwithstanding that at the time of such re-appointment or appointment he/she has attained the age of seventy or any other age, and no special notice need be given of any resolution for the re-appointment or appointment or approving the appointment as a member of a person who shall have attained the age of seventy or any other age.

Powers and Duties of the Standing Committee

25. The Standing Committee may exercise all such powers of the Board as are not by the Act or by these Articles required to be exercised by the Board in general meeting, subject, nevertheless, to any of these Articles, to the provisions as may be prescribed by the Board in general meeting; but no regulations made by the Board in general meeting shall invalidate any prior act of the Standing Committee which would have been valid if that regulation had not been made.
26. 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 Standing Committee shall from time to time by resolution determine.
27. The Standing Committee shall cause minutes to be made in books provided for the purpose:-
- (a) of the names of the persons present at each meeting of the Standing Committee and of any other committee or sub-committee;
 - (b) of all resolutions and proceedings at all meetings of the Board and of the Standing Committee and of any other committee or sub-committee.
28. The Standing Committee may from time to time by resolution appoint or remove and delegate any of its powers to any committee or committees provided that any committee so formed shall, in exercise of powers so delegated, conform to such regulations as may be imposed on it by the Standing Committee or the Board.
29. All acts done by the Standing Committee, or by any committee, shall, notwithstanding the existence of any vacancy or the subsequent discovery of some disqualification or defect in the appointment of any member of the Standing Committee or committee, be as valid as if such vacancy, disqualification or defect had not existed.

Borrowing Powers

30. The Standing Committee may exercise all the powers of the Board to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Board or of any third party.

Proceedings of the Standing Committee

31. Subject to Standing Orders and any regulations made by the Board, the members of the Standing Committee may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of any equality of votes the Chairman of the meeting shall have a second or casting vote. The Bishop may, and the Secretary on the requisition of five members shall, at any time summon a meeting of the Standing Committee. It shall not be necessary to give notice of a meeting of the Committee to any member thereof for the time being absent from the United Kingdom.
32. The quorum necessary for the transaction of the business of the Standing Committee shall be one half of its total membership.

33. The Standing Committee may appoint sub-committees to report and advise on any matters referred to them, consisting of such of its members as it thinks fit; any sub-committees so formed shall conform to such regulations as may be imposed on it by the Standing Committee.
34. The Standing Committee may appoint a person to be the chairman of a sub-committee or, if it has not done so, a sub-committee may elect a chairman of its meetings; if no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the members of the sub-committee present may choose one of its members to be chairman of the meeting.
35. A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members of the sub-committee present, and in the case of an equality of votes the Chairman shall have a second or casting vote.
36. A resolution in writing, signed by all the members of the Standing Committee for the time being entitled to receive notice of a meeting of the said committee shall be as valid and effectual as if it had been passed at a meeting of the said committee duly convened and held.

The Secretary

37. Subject to the provisions of the Act and these Articles, the Secretary of the Board shall be appointed by the Standing Committee on such terms and at such remuneration as the Committee shall think fit.

Employees of the Board

38. The Standing Committee shall, subject to the regulations of the Board, if any, and to these Articles:
- (a) appoint such other officers and members of staff either for permanent, temporary or special services of the Board as the Committee may from time to time deem necessary;
 - (b) determine the duties and powers of all officers and fix their salaries and emoluments and require security in such instances and to such amount as the Committee may deem fit for the proper and efficient discharge of such duties.
39. The Standing Committee shall remove or suspend any Officer or member of staff for such reasons as it may deem sufficient.

Vacation of Office

- 40.(1) A member of the Board or the Standing Committee (as the case may be) shall vacate his/her office:-
- (a) if he/she becomes prohibited from being a director by reason of any order made under the Act; or
 - (b) if he/she becomes incapable by reason of mental disorder of managing and administering his/her property and affairs; or
 - (c) if he/she is removed from office by a resolution duly passed pursuant to Section 303 of the Act; or
 - (d) if he/she is convicted of any offence and committed to prison for a period of not less than three months without the option of a fine; or
 - (e) if an elected member of the Standing Committee, (i) when he/she ceases to be a member of the Board, or (ii) when he/she ceases to be an elected member of the Standing Committee, whichever is the earlier.
- (2) In addition to the circumstances set out in paragraph (1) above, a member of the Standing Committee shall vacate his/her office if he/she shall become disqualified for being a charity trustee under section 72 of the Charities Act 1993 or any amendment or re-enactment thereof.

The Seal

41. The Board shall provide a Common Seal which shall only be used by the authority of the Standing Committee or such sub-committee or officer as it specifies. The Standing Committee may determine who shall sign any instrument to which the Seal is affixed and unless so determined it shall be signed by:-

(a) one member of the Standing Committee and by the Secretary; or

(b) by two members of the Standing Committee.

Accounts

42. The Standing Committee shall cause proper books of account to be kept with respect to:-

(a) all sums of money received and expended by the Board and the matters in respect of which the receipt and expenditure takes place;

(b) all sales and purchases of goods by the Board;

(c) the assets and liabilities of the Board;

(d) each object or purpose in the management or administration of whose affairs the Board shall for the time being act.

Proper books shall not be deemed to be kept if there are not kept in such books of accounts as are necessary to give a true and fair view of the state of affairs of the Board, the Committees and of all the departments thereof and to explain its transactions.

43. No member other than a member of the Standing Committee shall (as such) have any right to inspect any accounting records or other book or document other than the minutes of the Board and the Standing Committee except as conferred by statute or authorised by the Standing Committee or by ordinary resolution of the Board.

44. A copy of every balance sheet of the Board (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 Auditors' Report shall not less than seven days before the date of the meeting be sent to every member. Provided that this Article shall not require any such copy to be sent to any person of whose address the Board is not aware.

Notices

45. A notice may be served by the Board upon any member, either personally or by sending it through the post in a prepaid letter addressed to such member at his/her registered address as appearing in the register of members. Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Board an address within the United Kingdom at which notices may be served upon him/her shall be entitled to have notices served upon him/her at such address, but, except as aforesaid, only members described in the register of members by an address within the United Kingdom shall be entitled to receive notices. Any notice, if served by post, shall be deemed to have been served on the day following that on which the envelope containing the same is put in the post, and in proving such service it shall be sufficient to prove that the envelope containing the notice was properly addressed, postage prepaid, and put into the post office or collected on its behalf.

46. Notice of every General Meeting shall be given in any manner hereinbefore authorised to the Auditors and to every member of the Board except those members who (having no registered address within the United Kingdom) have not supplied to the Board an address within the United Kingdom for the giving of notices to them. No other person shall be entitled to receive notices of General Meetings.

Indemnity

47. Subject to the provisions of the Act every member and officer of the Board shall be:

- (a) indemnified out of the funds of the Board from all losses and expenses properly incurred in the discharge of his/her duties;
- (b) chargeable only for so much money or property as he/she shall actually receive for the Board;
- (c) answerable only for his/her own acts, or defaults, and not for those of any other person or body, nor for any loss or damage of any kind which may happen in the execution of his/her duties unless the same shall happen through his/her own dishonesty or wilful default or neglect.

Charitable Status

48. The Board is a registered charity and for the purposes of the Charities Act 1993 the members of the Standing Committee shall be the charity trustees.

General

49. Subject and without prejudice to the Memorandum of Association and these Articles and to the special powers hereby conferred upon the Board, the Board shall in the management, disposal and application of the property of any body in the management or administration of whose affairs the Board shall act, observe, conform to, and comply with in all lawful respects the general trusts and regulations affecting the same, and to any instructions and directions from time to time given to the Board by or by the authority of a resolution of such a body, or of the authorised managers thereof.

50. In so far as statute permits, in any case of conflict between these Articles and Standing Orders, these Articles shall prevail.