

The Companies Acts

COMPANY LIMITED BY GUARANTEE

MEMORANDUM
and
ARTICLES OF ASSOCIATION
of
SALISBURY DIOCESAN BOARD OF FINANCE

Incorporated the 24th day of October, 1882

(Registered as a Charity – No. 240833)

Reprinted 2006 (with amendments)

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CONTENTS

	<u>Paragraph</u>
<u>MEMORANDUM OF ASSOCIATION</u>	
Name of the Association	1
Location of Office	2
Objects of the Board	3
Powers of the Board	4
Definition of the Church of England	5
Remuneration and conflict of interest	6
Limit of liability	7
Contribution on winding up	8
Distribution of residue of property	9
Maintenance and audit of accounts	10
	<u>Paragraph</u>
<u>ARTICLES OF ASSOCIATION</u>	
Interpretation	
Interpretation	1
Members of the Board	
Number of members	2
Membership	3
General Meetings of the Board	
Annual and Extraordinary General Meetings	4-6
Notice of General Meetings	
Length and form of notice	7-8
Proceedings of General Meetings	
Business	9-10
Procedures in absence of a quorum	11
Election of Chairman and Vice-Chairman	12
Chairman of a meeting	13
Adjournment of a meeting	14
Voting	15-19
Votes of Members of the Board	
Each member one vote to be given personally	20
The Executive Committee	
Membership	21-24
Removal of a member	25
Disqualification of Members of the Executive Committee	
Conditions and vacation of office	26
Powers and Duties of the Executive Committee	
Powers of the Committee	27
The Executive Committee to be the Directors	28
Professional advisers and indemnity of members	29
Responsibility for negotiable instruments and receipts	30
Maintenance of Minutes	31

Members to sign on attendance	32
Borrowing powers	
Power to borrow money	33
Proceedings of the Executive Committee	
Meetings, voting and notice	34
Quorum	35
Chairman of a meeting	36
Delegation to Sub-Committee	37
	<u>Paragraph</u>
Powers of the Committee	38
Validity of acts	39
Chairman of sub-Committee	40
Voting in Sub-Committee	41
Resolution out of Committee	42
Holding meetings	43
Age Limit	
No age limit	44
Secretary	
Appointment	45
Secretary not to act also as Executive Committee Member	46
The Seal	
Safe custody, signature and record	47
Accounts	
Maintenance of records	48
Safe custody and open to inspection	49-50
Annual accounts	51-52
Audit	
Appointment of duties of auditors	53
Notices	
Serving of notices	54
General meetings	55-56
General Provisions	
Consent of Diocesan Synod	57-58
Winding Up	
Provisions of Clause 9 of the Memorandum of Association	59
Indemnity	
Indemnity of members and officers	60

ATTACHMENTS

Certificate of Incorporation. 24th October 1882

Authority to Act as a Trust Corporation. 20th December 1926

Special Resolution on Adoption of new Memorandum and Articles of Association. 26th April 1985

Special Resolution Amending Membership. 18th September 1992

Special Resolution on Adoption of new Memorandum and Articles of Association. 28th April 2006

THE COMPANY (CONSOLIDATION) ACT 1908

and

THE COMPANIES ACTS 1948 to 1983

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION OF
THE SALISBURY DIOCESAN BOARD OF FINANCE

(incorporated the 24th day of October 1882)

(as altered by special resolutions dated 26 April 1985, 18 September 1992 and 28 April 2006)

1. The name of the Association (in this Memorandum for brevity called “the Board”) is “THE SALISBURY 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 as follows (that is to say):-
 - (a) To promote and assist the work, objects and purposes of the Church of England for the advancement of the Christian religion in the Diocese of Salisbury, whatever for the time being shall be the area of the diocese called the diocese of Salisbury (hereinafter referred to as “the Diocese”), and in particular to organise and provide funds for the following departments of the Church’s work, viz:-
 - (i) Training of Candidates for the Ministry, and of Lay Workers whether male or female.
 - (ii) Maintenance and financial support and assistance of the Ministry and of Lay Workers, whether male or female.
 - (iii) Provision of pensions for the Ministry and for Lay Workers, whether male or female.
 - (iv) Provision for necessitous Clergy and their dependents, and for necessitous Lay Workers, whether male or female, and their dependents, and for necessitous dependents of deceased Clergy and of deceased Lay Workers, whether male or female.
 - (v) Provision of sites for and the erection, equipment, improvement, endowment, maintenance, and repair of church buildings, mission rooms, church halls, church houses, parsonage houses, hostels, clergy houses, institutes, halls, refuges, clubs, houses, schools, and other buildings whether temporary or otherwise, to be used for or in connection with any of the objects of the Board.
 - (vi) Education and Religious instruction in all its branches.
 - (vii) Provision of expenses of Diocesan and central organisation.
 - (viii) Provision of ecumenical workers and the furtherance of ecumenical work in the Diocese.
 - (ix) Such other charitable objects and purposes as from time to time may be necessary for the furtherance of the Church’s work, and to aid and further (in such manner as may from time to time be approved by a Resolution of the Synod of the Diocese), the objects and work of the Church of England in any part of England and Wales outside the Diocese or beyond the

borders of England and Wales, or any Mission or Church or body of Christians in communion therewith beyond such borders.

4. In furtherance of the Objects but not otherwise the Board has the following powers:
- (a) To insure the Trustees against the costs of a successful defence to a criminal prosecution brought against them as charity trustees or against personal liability incurred in respect of any act or omission which is or is alleged to be a breach of trust or breach of duty, unless the **Trustee** concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty.
 - (b) To raise, expend, invest and accumulate funds and income for all or any of 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 Deaneries of the Diocese, and in the several parishes of each Deanery.
 - (c) To enter into agreements with associations established for charitable purposes only in connection with the Church of England carrying out in the Diocese, or elsewhere within the borders of England and Wales, any objects similar to any of the objects of the Board, and to delegate any of its power as from time to time be provided by the Articles of Association.
 - (d) To enter into any arrangements with any Society or body having for the time being power to administer or apply any funds within the Diocese, or any part thereof (whether as part of a larger area or not) for any of the purposes for which the Board has power to administer or apply funds, with reference to any of the funds or property held by them respectively, or any of their powers, duties, or trusts and in particular to take over, carry on or continue any of the powers, duties, or trusts of any such body or society as aforesaid so far as the same are not already so taken over, but so always that the same are taken over, carried on or continued as part of the work or objects of the Church of England.
 - (e) To make grants or donations or annual payments or loans to any association or body of persons established for charitable purposes only and having any objects in connection with the Church of England similar to any of those of the Board and whether in the diocese or elsewhere.
 - (f) To pay officers, clerks and servants of the Board, to make payment for insurance on their behalf, and to make provision for any person, or the dependants of any person, who is or has been in the employment of the Board.
 - (g) 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, and 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.
 - (h) To acquire and sell, lease or otherwise deal with or dispose of houses and land of any tenure (subject to the provisions of Section 29 of the Charities Act 1960) either in the name of the Board or in the name or names of a Trustee or Trustees for the Board.
 - (i) To take over or co-operate with any organisation, other than those hereinbefore referred to, carrying on any religious or charitable work connected with the Church of England.
 - (j) To manage or to organise or assist in the management of Glebe lands or any other Ecclesiastical property (whether real or personal), and to collect or organise the collection of tithe rent charges, and to superintend or assist in the merger or redemption thereof, or any other dealings with Ecclesiastical property which may appear to be for the benefit of the Church of England or of the Diocese or of any Ecclesiastical Institution or Corporation (whether sole or aggregate) connected with the Diocese.

- (k) To accept property of any kind and in any form, whether real or personal to be held by the Board (but subject as to the land to the provisions of Section 14 of the Companies Act 1948) either alone or jointly with another or others, upon any public charitable trusts, whether already existing or newly created, connected with the Church of England and the work thereof.
 - (l) To apply, if the board shall by Special Resolution so decide, for a Royal Charter, incorporating an association having objects similar to those of the Board, and upon such incorporation to transfer and commit the property, work and objects of the Board to the Body incorporated by such Royal Charter.
 - (m) To do all such other lawful things as are incidental or conducive to the attainment of all or any of the above-mentioned objects. Provided that if the present area of the Diocese shall be altered the Board shall have power to apportion its funds, and to appropriate different parts thereof towards the work or objects of the Church of England in the several parts of the present area of the Diocese as may appear to the Board to be just. Provided also that the objects of the Board shall not extend to the regulation of relations between employers and workers or organisations of employers and organisations of workers. 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, Managers 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, Manager or Trustees have been if no incorporation had been affected, and the incorporation of the Board shall not diminish or impair any control or authority exercisable by the Chancery decision or the Charity Commissioners over such manner as allowed by law having regard to such trusts.
5. The words “the Church of England,” as used in this Memorandum, and in all or any Articles of Association, or other Regulation of the Association for the time being in force, shall mean the Church of England now established by law, if and so long as the same shall continue to be by law established: and if at any time hereafter the said Church shall cease to be by law established, then and from thenceforth such Episcopal Church as shall be formed and organized in communion with the Bishop of Salisbury for the time being, and his successors, according to such Canons, Orders, Rules and Regulations as may be determined by such authority as may then be constituted (whether by voluntary agreement, or by other lawful means) for the purpose of preserving and continuing to the Members of the said Church, or to such of them as shall be willing still to adhere thereto, the benefits (subject to such powers of alteration from time to time as may be provided) of the same, or the like Spiritual and Ecclesiastical organisation, administration, doctrine and discipline, as theretofore, or as near thereto as may be.
- 6.1 The property and funds of the Board must be used only for promoting the Objects and do not belong to the members of the Board but
- 6.1.1 members who are not Trustees may be employed by or enter into contracts with the Board and receive reasonable payment for goods or services supplied
 - 6.1.2 members (including Trustees) may be paid interest at a reasonable rate on money lent to the Board
 - 6.1.3 members (including Trustees) may be paid a reasonable rent or hiring fee for property let or hired to the Board

- 6.1.4 individual members who are not Trustees but who are beneficiaries may receive charitable benefits in that capacity
- 6.2 A Trustee must not receive any payment of money or other material benefit (whether directly or indirectly) from the Board except
 - 6.2.1 as mentioned in clauses 4 (a) ,6.1.2, 6.1.3, 6.2.2, 6.2.3, 6.2.4, and 6.2.5
 - 6.2.2 reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in running the Board or in carrying out other duties of their office
 - 6.2.3 an indemnity in respect of any liabilities properly incurred in running the Board (including the costs of a successful defence to criminal proceedings)
 - 6.2.4 payment to any company in which a Trustee has no more than a 1 per cent shareholding
 - 6.2.5 in exceptional cases, other payments or benefits (but only with the written approval of the **Commission** in advance)
- 6.3 Any Trustee (or any firm or company of which a Trustee is a member or employee) may enter into a contract with the Board to supply goods or services in return for a payment or other material benefit but only if
 - 6.3.1 the goods or services are actually required by the Board
 - 6.3.2 the nature and level of the remuneration is no more than is reasonable in relation to the value of the goods or services and is set in accordance with the procedure in clause 6.4
 - 6.3.3 no more than one half of the Trustees are subject to such a contract in any financial year
- 6.4 Whenever a Trustee has a personal interest in a matter to be discussed at a meeting of the Trustees or a committee the Trustee concerned must:
 - 6.4.1 declare an interest at or before discussion begins on the matter
 - 6.4.2 withdraw from the meeting for that item unless expressly invited to remain in order to provide information
 - 6.4.3 not be counted in the quorum for that part of the meeting
 - 6.4.4 withdraw during the vote and have no vote on the matter
- 6.5 Clause 6 in its entirety may not be amended without the prior written consent of the Charity Commission
- 7. The liability of the Members is limited.
- 8. 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 of 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.

9. 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 6 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 by 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.

10. True accounts shall be kept of the sums of money received and expended by the Board, and the matter in respect of which such receipt and expenditure take place, and of the property, credits and liabilities of the Board, and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Board for the time being, they shall be open to the inspection of the Members. Once at least in every year the accounts of the Board shall be examined and the correctness of the balance sheet ascertained by one or more competent auditor or auditors.

THE COMPANIES (CONSOLIDATION) ACT 1908

and

THE COMPANIES ACT 1948 TO 1983

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF

THE SALISBURY DIOCESAN BOARD OF FINANCE

(Adopted by Special Resolution passed on the 28 April 2006)

INTERPRETATION

1. In these Articles:

“the Act” means the Companies Act of 1948 as amended by any subsequent Act or Acts.

“the Bishops Council” shall mean the standing committee of the Diocesan Synod as governed by its constitution and standing orders as amended from time to time.

“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 Salisbury.

“the Board” means the Salisbury Diocesan Board of Finance.

“the Diocesan Synod” shall mean the Diocesan Synod for the time being of the Diocese as constituted in accordance with part IV of the Church Representation Rules as contained in Schedule 3 of the Synodical Government Measure 1969.

“the Deanery Synods” shall mean the Deanery Synods for the time being of the Diocese.

“the Trustees” means the Executive Committee of the Board who are the charity trustees as defined by s.97(1) of the Charities Act 1993

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 visible form.

Unless the context otherwise requires, words or expressions used in these Articles shall bear the same meanings as in the Act.

References to an Act of Parliament are to that Act as amended or re-enacted from time to time and to any subordinate legislation made under it.

MEMBERS OF THE BOARD

2. For the purpose of registration the number of members is declared not to exceed 270.
3. The members of the Board shall be the those persons duly elected, co-opted, nominated and appointed as such members and as members of the Diocesan Synod in accordance with the Standing Orders of the Diocesan Synod then current and in force and shall serve as such members for the terms of office provided in the like Standing orders and no person shall become or continue to be a member of the Board unless they are at the relevant time a member of the Diocesan Synod.

GENERAL MEETINGS OF THE BOARD

4. The Board shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it: and not more than fifteen months shall elapse between the date of one annual general meeting of the Board and that of the next.
5. All general meetings other than the annual general meetings shall be called extraordinary general meetings.
6. The Board may, whenever it thinks fit, convene an extraordinary general meeting and extraordinary general meetings shall also be convened on such requisition, or in default, may be convened by such requisitionists, as provided by section 132 of the Act.

NOTICE OF GENERAL MEETINGS

7. An annual general meeting and a meeting called for the passing of a special resolution shall be called by twenty-one days' notice in writing at the least, and a meeting of the Board other than an annual general meeting or a meeting for the passing of a special resolution shall be called by fourteen days' notice in writing at the least. 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, and 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 manner, if any, as may be prescribed by the Board in general meeting, to such persons (including the Auditors) as are, under the Articles of the Board or the Act, entitled to received such notices from the Board.

Provided that a meeting of the Board shall, notwithstanding that it is called by shorter notice than that specified in this article be deemed to have been duly called if it is so agreed:-

- (a) in the case of a meeting called as the annual general meeting by all members entitled to attend and vote thereat; and
 - (b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together representing not less than ninety-five per cent of the total voting rights at the meeting of all the members.
8. 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 MEETING

9. All business shall be deemed special that is transacted at an extra-ordinary 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 Executive Committee and Auditors, and the appointment of, and the fixing of the remuneration of, the Auditors.
10. No business shall be transacted at any general meeting unless a quorum of members of the Board is present at the time when the meeting proceeds to business; save as herein otherwise provided, fifty members present in person shall be a quorum.
11. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Board shall be dissolved, in any other case it shall stand adjourned to the same day in the next week, at the same time and place or to such other day and at such other time and place as the Chairman may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall be a quorum.
12. At the first general meeting of the Board following the adoption of these Articles, and subsequently at the next general meeting after each triennial election of the Diocesan Synod there shall be elected from the members of the Board a Chairman and Vice-Chairman, and such Chairman and Vice-Chairman so elected shall hold office until the next general meeting at which an election takes place. During his term of office the Chairman shall preside as Chairman at every general meeting of the Board, subject to the provisions of Article 13 hereof. In the event of the death or permanent mental or physical incapacitation of the Chairman, or if the Chairman shall notify the Board in writing of his wish to resign from such post, the Board may at its next general meeting elect a temporary Chairman who shall hold office until the end of the term of office of the deceased or outgoing Chairman. A retiring Chairman may offer himself for re-election.
13. If there is no such Chairman, or if he shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act the Vice-Chairman shall be Chairman of the meeting or failing him the members present shall elect one of their number to be Chairman of the meeting.
14. The Chairman may with 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.
15. At any general meeting 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:-
 - (a) by the Chairman; or
 - (b) by at least three members of the Board present in person.

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 and an entry to that effect in the book containing the minutes of proceedings 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 such resolution. The demand for a poll may be withdrawn.

16. Except as provided in Article 18 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.
17. 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.
18. A poll demanded on the election of a Chairman, or on 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.
19. Subject to the provisions of the Act (including the provisions relating to special and extraordinary resolutions) a resolution in writing signed by all the 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 OF THE BOARD

20. Except as provided in Article 17 every member of the Board entitled to vote shall have one vote and one vote only, and votes shall in all cases be given personally and not by proxy.

THE EXECUTIVE COMMITTEE

21. Subject to Article 26 and unless and until otherwise determined by the Board in general meeting the Executive Committee shall consist of all the duly elected, nominated, co-opted or appointed members of the Bishops Council holding office from time to time, who shall serve as the directors of the Board and its charity trustees
22. The Executive Committee as charity trustees has control of the Charity and its property and funds
23. Every member of the Executive Committee must sign a declaration of eligibility and willingness to act as a charity trustee of the Board before he or she is eligible to vote at any meeting of the Executive Committee
24. A technical defect in the appointment of a Trustee of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting
25. The Board may by ordinary resolution, of which special notice has been given in accordance with Section 142 of the Act, remove any member of the Executive Committee before the expiration of his period of office notwithstanding anything these Articles or in any agreement between the Board and such member.

DISQUALIFICATION OF MEMBERS OF THE EXECUTIVE COMMITTEE

26. A Trustee's term of office automatically terminates if he or she:
 - 26.1 is disqualified under the Charities Act 1993 from acting as a charity trustee
 - 26.2 is incapable, whether mentally or physically, of managing his or her own affairs
 - 26.3 ceases to hold office as a member of the Bishops Council

POWERS AND DUTIES OF THE EXECUTIVE COMMITTEE

- 27 The business of the Board shall be managed by the Executive Committee acting, save as provided in this Article, under the directions of the Board, and may exercise all such powers of the Board (including the power to appoint and at its direction remove or suspend all officers, clerks, agents and servants 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 the provisions of the Act and these Articles and to such regulations or directions being not inconsistent with the aforesaid provisions, as may be prescribed or given by the Board in general meeting; but no regulation or direction made or given by the Board in general meeting shall invalidate any prior act of the Executive Committee which would have been valid if that regulation had not been made.
- 28 The Executive Committee shall also be the Directors within the meaning of and for the purposes of the Companies Acts. It shall be solely responsible for making and recommending all such grants, payments or remuneration as are referred to in the said Clause in consultation with, and with the advice of, the Board in general meeting or of such sub-committee as may from time to time be established for the purpose of advising on such matters pursuant to Article 37.
- 29 The Board may at any time employ, retain, instruct or consult any Solicitor, or Barrister, or other professional person on any matter relating to the business operations or procedure of the Board; and if the Board acts in accordance with the advice of any such Solicitor, or Barrister, or other professional person as aforesaid, the Board shall not nor shall any Member or Officer thereof be responsible for any error committed or act omitted under such advice, and shall be indemnified out of the funds of the Board against any liability in consequence thereof.
- 30 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for money paid to the Board shall be signed, drawn, accepted, endorsed or otherwise executed as the case may be, in such manner as the Executive Committee shall from time to time by resolution determine.
- 31 The Executive Committee shall cause minutes to be made in books provided for the purpose:-
- (a) of all appointments of officers made by the Executive Committee;
 - (b) of the names of the members of the Executive Committee present at each meeting of the said Committee and of any sub-committees of the said Committee.
 - (c) of all resolutions and proceedings at all meetings of the Board and of the Executive Committee and of sub-committees of the said Committee.
- 32 Every member of the Executive Committee present at any meeting of the said Committee or sub-committee of the said Committee shall sign his name in a book to be kept for that purpose.

BORROWING POWERS

33. The Executive 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 EXECUTIVE COMMITTEE

34. The members of the Executive 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 an equality of votes the Chairman shall have a second or casting vote. Not less than three members of the Executive Committee may, and the Secretary on the requisition of not less than three members shall, at any time summon a meeting of the Executive 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.

35. The quorum necessary for the transaction of the business of the Executive Committee may be fixed by the Committee, and unless so fixed shall be ten.
36. The Executive Committee shall have power to elect from among its number a Chairman and Vice-Chairman. If at any meeting the Chairman is not present within five minutes after the time appointed for holding the same, the Vice-Chairman shall be Chairman of the meeting or failing him the members of the said Committee present may choose one of their number to be Chairman of the meeting.
37. The Executive Committee has power to delegate any of its functions to committees consisting of two or more individuals appointed by them (but at least one member of every committee must be a Trustee and all proceedings of committees must be reported promptly to the Trustees)
38. The Executive Committee has power :
 - 38.1 to make Standing Orders consistent with the Memorandum, these Articles and the Act) to govern proceedings at general meetings
 - 38.2 to make Rules consistent with the Memorandum, these Articles and the Act to govern proceedings at their meetings and at meetings of committees
 - 38.3 to make Regulations consistent with the Memorandum, these Articles and the Act to govern the administration of the Charity and the use of its seal (if any)
 - 38.4 to establish procedures to assist the resolution of disputes within the Charity
 - 38.5 to exercise any powers of the Charity which are not reserved to a general meeting
39. All acts done by any Meeting of the Board or of a Committee, or by any person acting as Member of the Board or Committee, shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of the Committee or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if any such Committee or person had been duly appointed and as if any such person had been duly qualified.
40. Unless a Chairman shall be appointed by the Executive Committee a sub-committee may elect a Chairman of its meetings; if no such Chairman is elected or appointed, 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 their number to be Chairman of the meeting.
41. 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.
42. A resolution in writing, signed by all the members of the Executive 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 has been passed at a meeting of the said Committee duly convened and held.

43. A meeting of the Trustees may be held either in person or by suitable electronic means agreed by the Trustees in which all participants may communicate with all other participants.

AGE LIMIT

44. No member of the Board shall vacate or be required to vacate his office on or by reason of his attaining or having attained the age of 70 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 reappointed or appointed as the case may be, as a member thereof, notwithstanding that at the time of such reappointment or appointment he has attained the age of 70 or any other age, and no special notice need be given of any resolution to the reappointment or appointment or approving the appointment as a member of a person who shall have attained the age of 70 or any other age.

SECRETARY

45. The Secretary shall be appointed by the Executive Committee for such term at such remuneration, and upon such conditions as the Board shall in general meeting determine, and any Secretary so appointed may be similarly removed.
46. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a member of the Executive Committee and the Secretary shall not be satisfied by its being done by or to the same person acting both as a member of the Executive Committee and as, or in the place of, the Secretary.

THE SEAL

47. The Executive Committee shall provide for the safe custody of the seal which shall only be used by the Authority of the said Committee and every instrument to which the seal shall be affixed shall be signed by a member of the Executive Committee and shall be countersigned by the Secretary or such person as the Executive Committee shall from time to time resolve. A record of every occasion upon which the seal is used shall be kept by the Secretary.

ACCOUNTS

48. The Executive Committee shall cause proper accounting records 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 receipts and expenditure take place;
 - b) all sales and purchases of goods by the Board; and
 - c) the assets and liabilities of the Board.

Proper records shall not be deemed to be kept if there are not kept such accounting records as necessary to give a true and fair view of the state of the Board's affairs and to explain its transactions.

49. The books of account shall be kept at the registered office of the Board, or at such other place or places as the Executive Committee think fit, and shall always be open to the inspection of the members of the Executive Committee.
50. Subject to any reasonable conditions or regulations as to the time and manner of inspecting the same that may from time to time be imposed by the Board in general meeting the accounts and books of the Board shall be open to the inspection of members of the Board at all reasonable times during business hours.

51. The Executive Committee shall from time to time in accordance with Sections 150 and 157 of the Act and Section 1 of the Companies Act 1976 cause to be prepared and to be laid before the Board in general meeting such profit and loss accounts, balance sheets, and reports as are referred to in those sections, and copies of the same shall be presented to the Diocesan Synod.
52. 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 Auditors' report, shall not less than twenty-one clear days before the date of the meeting be sent to every member of, and every holder of debentures, of the Board. Provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Board is not aware or to more than one of the joint holders of any debentures.

AUDIT

53. Auditors shall be appointed and their duties regulated in accordance with Sections 13 to 20 of the Companies Act 1976.

NOTICES

54. A notice may be given by the Board to any member thereof either personally or by sending it by post addressed to him at his registered address, or (if he has no registered address within the United Kingdom) at the address, if any, within the United Kingdom supplied by him to the Board for the giving of notices to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected at the expiration of 24 hours after the letter containing the same is posted. Notices can be sent using electronic communications to such address as may for the time being be notified by that person to the Company for that purpose.
55. 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.
56. No other person shall be entitled to receive notices of general meetings.

GENERAL PROVISIONS

57. No alteration or variation shall be made in these Articles of Association without the consent of the Diocesan Synod given by resolution.
58. A resolution of the Diocesan Synod shall be treated by the Board as sufficiently proved if a copy or what purports to be a copy thereof is delivered to the Secretary of the Board signed or purporting to be signed by the person who is or appears to be Secretary of the Diocesan Synod for the time being.

WINDING UP

59. The provisions of Clause 9 of the Memorandum of Association relating to the winding up and dissolution of the Board shall have effect as if the same were repeated in these Articles.

INDEMNITY

60. The Members of the Board and Officers for the time being of the Board shall be indemnified out of the funds of the Board against all costs, charges, losses, damages, and expenses which they shall respectively incur or be put to on account of any duly authorised contract, act, deed,

matter or thing which shall be made, done, entered into, or executed by them respectively on behalf of the Board, and they shall be reimbursed by the Board all reasonable expenses incurred by them in or about any legal proceedings or arbitrations on account of the Board or otherwise in the execution of their respective offices, except such costs, losses, and expenses as shall happen through their respective wilful neglect or default, and any such Member of the Board or Officer shall be chargeable only for so much money as he shall actually receive, and the Members of the Board respectively shall not be answerable for the acts, receipts, neglects, or defaults of each other, but each of them for his own acts, receipts, neglects, or defaults only, nor shall they respectively be answerable for any Banker, Broker, Collector, or other person appointed by the Board, with whom or into whose hands any property or money of the Board may be deposited or come, nor for the insufficiency of the title to any estate or property which may from time to time be purchased by order of the Board, nor for the insufficiency of any security upon which any of the moneys that of the Board shall be invested by order of the Board, nor for any loss or damage which may happen in the execution of their respective offices, unless the same shall happen through their own respective wilful neglect.

No: 17442

CERTIFICATE OF INCORPORATION

I HEREBY CERTIFY that the SALISBURY DIOCESAN BOARD OF FINANCE (the word "limited" being omitted by Licence of the Board of Trade) is this day Incorporated under the Companies Acts, 1862 to 1880 and that the Company is LIMITED.

Given under my hand at London this Twenty Fourth day of October, One Thousand Eight Hundred and Eighty-Two
Fees and Deed Stamps, £7. 0s. 0d.

Register of Joint Stock Companies

TRUST CORPORATIONS

LAW OF PROPERTY (AMENDMENT) ACT, 1926

I, George Viscount Cave, Lord High Chancellor of Great Britain, having read the statutory declaration of P. J. Dale on behalf of the Salisbury Diocesan Board of Finance dated the 1st day of December 1926, am satisfied that the said Corporation fulfils those of the provisions of sub-section 1 of section 3 of the Law of Property (Amendment) Act, 1926, which are applicable to the case of the said Corporation, and authorise the said Corporation accordingly to act in relation to charitable, ecclesiastical and public trusts as a trust corporation.

Dated the 20th day of December 1926

CAVE C.

THE COMPANIES ACT

COMPANY LIMITED BY GUARANTEE No. 17442

SPECIAL RESOLUTION of SALISBURY DIOCESAN BOARD OF FINANCE

Passed 26th April 1985

AT the Annual General Meeting of SALISBURY DIOCESAN BOARD OF FINANCE, held at Church House, Crane Street, Salisbury, Wiltshire on Friday the 26th day of April, 1985, the subjoined RESOLUTION was duly passed as a SPECIAL RESOLUTION:-

SPECIAL RESOLUTION

That the regulations contained in the printed document produced to the Meeting and for the purpose of identification signed by the Chairman thereof be approved and adopted as the Memorandum and Articles of Association of the Board in substitution for the existing Memorandum and Articles of Association.

Lt Col C. C. G. Ross
Secretary of the Board

COMPANY LIMITED BY GUARANTEE No. 17442

SPECIAL RESOLUTION of SALISBURY DIOCESAN BOARD OF FINANCE

Passed 18th September 1992

AT an Extraordinary General Meeting of the SALISBURY DIOCESAN BOARD OF FINANCE, held at Church House, Crane Street, Salisbury, Wiltshire on Friday, the 18th day of September 1992, the subjoined RESOLUTION was duly passed as a SPECIAL RESOLUTION:-

SPECIAL RESOLUTION

That the Articles of Association be amended by the deletion from Sub-Clause (b) of Article 3 of the words "The Suffragan or Area Bishops and" and by the deletion of Sub-Clause (c) of Article 3.

Lt Col C. C. G Ross
Secretary of the Board

THE COMPANIES ACT

COMPANY LIMITED BY GUARANTEE No. 17442

SPECIAL RESOLUTION of SALISBURY DIOCESAN BOARD OF FINANCE

Passed 28th April 2006

AT an Extraordinary General Meeting of the SALISBURY DIOCESAN BOARD OF FINANCE, held at Church House, Crane Street, Salisbury, Wiltshire on Friday, the 28th day of April 2006, the subjoined RESOLUTION was duly passed as a SPECIAL RESOLUTION:-

SPECIAL RESOLUTION

That the regulations contained in the printed document produced to the Meeting, and for the purpose of identification marked with the Charity Commission consent, be approved and adopted as the Memorandum and Articles in substitution for the existing memorandum and Articles of Association.

Mrs L J D Herklots
Secretary of the Board