

SPECIAL RESOLUTIONS OF CHURCH SOCIETY

At the **ANNUAL GENERAL MEETING** of Church Society to be held at Oak Hill College, Chase Side, Southgate, London N14 4PS at 12:00pm on Saturday 13th May 2017, the following Resolutions will be proposed as special resolutions, namely that the Articles of Association of Church Society be amended in the following manner:

A. GENERAL AMENDMENTS

1. Delete from sub-clause (b) of Article 1 the words "Life Member, Junior Member or Corporate Member", and insert the word "or" before the words "Ordinary Member".
2. In Article 1(c), after "photography," add "electronic communication such as email,".
3. Amend Article 5 to read "The Members of the Society shall consist of two classes, known as:", and deleting descriptions (c) - (e).
4. In Article 5, delete ", and Junior Members shall sign" from the final sentence of the paragraph beginning "Honorary Officers who consent to act".
5. In Article 5, delete the words "or Junior Member" from the paragraph beginning "Every candidate for election".
6. Delete from Article 5 the words from "Every incorporated body which applies for membership" to "a signed copy of which shall be sent to the Secretary at the same time as the Declaration is sent to him."
7. In Article 5, replace "Associate Membership is open to Members of other churches who are in sympathy with the aims of the Society." with "Members of other churches who are in sympathy with the aims of the Society are welcome to be Associates of the Society."
8. In Articles 5 and 8, replace the word "shillings" with "pounds".
9. Amend Article 8 to read "Any person who subscribes to the funds of the Society not less than ten pounds per annum or such other sum as may be fixed by the Council shall, with the approval of the Council and so long as the Council thinks proper, become and remain an Associate of the Society, but shall not be a Member."
10. In Article 9, replace the words "signed by him or in the case of a Corporate Member on its behalf resign his or its" with the word "resign" and after "register of Members and he" remove the words "or it".
11. Delete the final sentence of Article 19.
12. Amend the first sentence of Article 42 to read, "Notices of every General Meeting shall be and other notices may be given to the members by delivery of such notices or by prepaid letter or postcard sent through the post, addressed to such members' registered places of abode or by email to an address nominated by the member or by advertisement addressed to the members of the Society generally in any periodical or publication circulated by the Society or in any two London morning daily papers."
13. Amend the final sentence of Article 42 to read, "Notice shall be deemed to be given 48 hours after it was posted or otherwise sent."

B. MEMBERSHIP AMENDMENTS

14. In Article 5, replace "I am a Member" in the Ordinary Member declaration part (1) with "I am an actual communicant Member".
15. Delete the final paragraph of Article 29 and replace with "The Council may remove Member's name from the register but they shall not do so except:
 - a. For non-payment of the annual subscriptions; or
 - b. By resolution of Council that a Member no longer satisfies the requirements for membership in Article 5 (unless prevented from doing so by illness or other sufficient cause), and having given any such Member due notice of the meeting, and at which he has been given reasonable opportunity to attend and being heard; or
 - c. For such other reason as they shall deem sufficiently serious or urgent, and subject to the question of such removal being considered at a meeting of the Council, and at which any such Member has received due notice and at which he has been given a reasonable opportunity of attending and being heard.

C. GOVERNANCE AMENDMENTS

16. Replace Article 21(a) with “At the Annual General Meeting of the Society held in the first year after the year 2017 the Society shall elect a Council which shall consist of fifteen members of the Society: five of whom shall be elected so as to remain in office (subject to Article 28) until the conclusion of the Annual General Meeting in the year following the year of their election; five of whom shall be elected so as to remain in office (subject to Article 28) until the conclusion of the Annual General Meeting in the second year following the year of their election; and five of whom shall be elected so as to remain in office (subject to Article 28) until the conclusion of the Annual General Meeting in the third year following the year of their election; each of the fifteen members so elected being respectively eligible for re-election.”
17. Renumber Article 21(b) to Article 21(c).
18. Insert a new Article 21(b), “At the Annual General Meeting of the Society held in the second year after the year 2017 and at each subsequent Annual General Meeting the Society shall elect five members of the Society to hold office as members of the Council (subject to Article 28) until the conclusion of the Annual General Meeting in the third year following the year of their election, and they shall respectively be eligible for re-election.”
19. In Article 22, after the “in the event of the number being fifteen”, insert the words “(including any vacancies so filled up)” and delete the words “or more but not more than twenty”.
20. In Article 23, amend the sentence “At any meeting of the Council five Members shall form a quorum.” to read “At any meeting of the Council seven Members shall form a quorum.”

AMENDED ARTICLES

If all amendments are passed:

1. In these Articles, save in so far as the context is inconsistent therewith: -
 - (a) "The Society" means CHURCH SOCIETY.
 - (b) "Member" shall mean and include Honorary Officer, or Ordinary Member.
 - (c) "In writing" or "written" shall include any form of writing, printing, lithography, photography, electronic communication such as email, or other mode of representing words in a visible form.
 - (d) "Month" shall mean a calendar month.
 - (e) "These Articles" or "these presents" shall mean the Articles of Association of CHURCH SOCIETY for the time being in force.

5. The Members of the Society shall consist of two classes, known as:
 - (a) Honorary Officers consisting of a President, an indefinite number of Vice-Presidents and a Treasurer or Treasurers.
 - (b) Ordinary Members paying not less than ten pounds annually or such less sum as may be fixed by the Council, or such greater sum as may be fixed by the Society in General Meeting.

Honorary Officers who consent to act may be duly elected by the Society in manner hereinafter appearing on their signing the Declaration of Membership hereinafter contained. Honorary Officers shall be elected by the Society at the Annual General Meeting and shall hold office until the conclusion of the next Annual General Meeting in the following year or until their successors are appointed; they shall be eligible for re-election. The President, Vice-Presidents and Treasurer of the Society shall hold office until the Annual General Meeting next following the Extraordinary General Meeting at which these Articles are adopted and they shall be eligible for re-election. Ordinary Members may be duly elected by the Council on their signing the Declaration of Membership hereinafter appearing.

Every candidate for election as an Ordinary Member shall make application in writing on a form provided for the purpose containing the following declaration : -

"I, the undersigned, desire to be enrolled as a Member of the Church Society.

I declare that : -

- (1) I am an actual communicant Member of the Church of England/or a Church in communion with the Church of England.*
- (2) I have been Confirmed/I am ready and desirous to be Confirmed.*
- (3) I will uphold the Doctrine set out in the XXXIX Articles and expressed in the Book of Common Prayer, and contend for it."*

Members of other churches who are in sympathy with the aims of the Society are welcome to be Associates of the Society.

Only members of the Society shall be eligible for election on the Council or other Governing Body of the Society, or entitled to speak or vote at or take any part in any business meeting of the Society, except in so far as may be permitted by Article 23. All the rights and liabilities of a Member shall be personal only, and shall not be transferable during his life and shall absolutely determine with his death.

8. Any person who subscribes to the funds of the Society not less than ten pounds per annum or such other sum as may be fixed by the Council shall, with the approval of the Council and so long as the Council thinks proper, become and remain an Associate of the Society, but shall not be a Member.
9. A Member may at any time by notice in writing resign and the name of such Member shall thereupon be removed from the register of Members and he shall cease to be a Member accordingly. A Member on resignation from the Society shall not be entitled to the refund of any subscription paid or of any part thereof.
19. Every Member entitled to vote shall have one vote only, and votes shall, in all cases, be given personally and not by proxy. Unless objection be made to the validity of any vote at the meeting at which it is tendered every vote not then and there disallowed shall be valid for all purposes, and the decision of the Chairman of the meeting as to the validity of any vote shall be final. No Member whose subscription for the then preceding year is unpaid shall be entitled to vote at any meeting until it shall have been paid.
21. (a) At the Annual General Meeting of the Society held in the first year after the year 2017 the Society shall elect a Council which shall consist of fifteen members of the Society: five of whom shall be elected so as to remain in office (subject to Article 28) until the conclusion of the Annual General Meeting in the year following the year of their election; five of whom shall be elected so as to remain in office (subject to Article 28) until the conclusion of the Annual General Meeting in the second year following the year of their election; and five of whom shall be elected so as to remain in office (subject to Article 28) until the conclusion of the Annual General Meeting in the third year following the year of their election; each of the fifteen members so elected being respectively eligible for re-election.
 - (b) At the Annual General Meeting of the Society held in the second year after the year 2017 and at each subsequent Annual General Meeting the Society shall elect five members of the Society to hold office as members of the Council (subject to Article 28) until the conclusion of the Annual General Meeting in the third year following the year of their election, and they shall respectively be eligible for re-election.
 - (c) If at any Annual General Meeting there are more qualified candidates (as hereinafter defined) for election than there are vacancies, the election of the requisite number of members of the Council shall be decided on a show of hands, or, at the discretion of the Chairman of the Meeting, by ballot. In the event of a ballot every Member of the Association personally present and entitled to vote at the Meeting shall be entitled to vote for as many candidates as there are

vacancies to be filled (but no more). No candidate shall receive more than one vote from one Member. The candidates up to the number of vacancies who receive most votes shall be declared elected and in the case of two or more candidates receiving an equal number of votes there shall (so far only as concerns such candidates) be a second ballot conducted as aforesaid or as near thereto as circumstances may permit. The qualified candidates hereinbefore referred to shall comprise the retiring members of the Council who offer themselves for re-election and those persons eligible for election in accordance with the provisions of Article 13 (a) hereof.

22. The Council may if the number of members of the Council shall at any time be less than fifteen, fill up all or any of such vacancies from among other Members of the Society and in the event of the number being fifteen (including any vacancies so filled up) it may also co-opt not more than five other Members who shall remain in office (subject to Article 28) until the next succeeding Annual General Meeting. In the event of the number of members being less than fifteen, the Members for the time being of the Council may act notwithstanding vacancies.
23. The council shall meet not less than four times in each year at such times and places at it may determine. At the first meeting of the Council taking place after each Annual General Meeting the Council shall elect a Chairman and Vice-chairman, who (if still in office) shall retire at the first meeting of the Council taking place after the next Annual General Meeting, and shall be eligible for re-election. If a vacancy in either office shall occur the Council shall appoint a successor to hold office until the first meeting of the Council following the next Annual General Meeting, or unless in the meantime he shall cease to be a Member of the Council. The Council may meet for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit. The Secretary on the requisition of any five Members of the Council shall at any time summon a meeting of the Council. At any meeting of the Council seven Members shall form a quorum. The Council may from time to time appoint Committees of its Members for any purpose with the power for such Committees to co-opt additional Members of the Society or persons who are not Members of the Society but who in the opinion of the Council have qualifications of a special nature which will be of advantage in the work of such Committees, provided that such non-members shall not constitute more than 25 per cent on any committee to which they are appointed, and it may delegate all or any of its powers to such Committees. Any Committee so appointed shall in the exercise of the powers so delegated conform to any regulations that may be made and adjourn as it thinks proper. Questions arising at any meeting of a Committee shall be decided by a majority of votes of the members present and in the case of an equality of votes be imposed on it by the Council. A Committee may elect a Chairman and if no such Chairman is elected or if at any meeting he is not present within five minutes after the time appointed for the meeting the members present may choose one of their number to be Chairman. A Committee may meet and adjourn as it thinks proper. Questions arising at any meeting of a committee shall be decided by a majority of votes of members present and in the case of an equality of votes the Chairman shall have a second or casting vote.

29. The control of the Society and the management and administration of its property, funds and affairs generally shall be vested in the Council, who may pay all the expenses of and incidental to the acquisition of its property, and exercise all such powers and do all such acts and things as may be exercised or done by the Society, and as are not required by the Act or any statutory modification or re-enactment thereof for the time being in force, or by the Articles of the Society for the time being, to be exercised or done by the Society in General Meeting, but subject to such resolutions as may be passed from time to time by the Society in General Meeting, provided always that no such resolutions shall invalidate any prior act of the Council which would have been valid if such resolutions had not been passed. In particular and without in any way restricting the generality of the powers hereinbefore conferred, the Council may from time to time raise or borrow money for any of the purposes of the Society in such manner, upon such security (if any) and upon such terms and conditions in all respects as it may think fit.

The Council may remove Member's name from the register but they shall not do so except:

- a. For non-payment of the annual subscriptions; or
 - b. By resolution of Council that a Member no longer satisfies the requirements for membership in Article 5 (unless prevented from doing so by illness or other sufficient cause) and having given any such Member due notice of the meeting, and at which he has been given reasonable opportunity to attend and being heard; or
 - c. For such other reason as they shall deem sufficiently serious or urgent, and subject to the question of such removal being considered at a meeting of the Council, and at which any such Member has received due notice and at which he has been given a reasonable opportunity of attending and being heard.
42. Notices of every General Meeting shall be and other notices may be given to the members by delivery of such notices or by prepaid letter or postcard sent through the post, addressed to such members' registered places of abode or by email to an address nominated by the member or by advertisement addressed to the members of the Society generally in any periodical or publication circulated by the Society or in any two London morning daily papers. The registered place of abode of a member shall be the address of such member appearing upon the register of members if such address be within the United Kingdom of Great Britain and Northern Ireland, and if such address be outside the said United Kingdom of Great Britain and Northern Ireland, then the registered office of the Society. Notice shall be deemed to be given 48 hours after it was posted or otherwise sent.