

Companies Act, 2006

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

AMENDED
Articles of Association
of
CHURCH SOCIETY

PRELIMINARY

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.
2. For the purpose of registration the number of the members of the Society was declared to be unlimited.
3. These Articles shall be construed with reference to the provisions of the Companies Act, 2006 (hereinafter called "the Act"), and terms used in these Articles shall be taken as having the same respective meanings as they have when used in the Act.
4. The Society is established for the purposes expressed in the Memorandum of Association.

MEMBERS

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.

6. Annual subscriptions shall be due on the 1st day of January in each year, or on any such date as may be fixed by the Council. In case the subscription of any Member shall be in arrear for more than one year, the Council after at least 21 days' notice of their intention shall have been given to such Member may resolve that the name of such Member shall be struck off the Register of Members, and thereupon such person shall cease to be a Member.
7. The Council shall be empowered to make regulations for the appointment and conduct of Area Councils, Auxiliaries and Branches. All subscriptions received by the Honorary Secretaries and Honorary Treasurers of Area Councils, Auxiliaries and Branches shall be accounted for to the registered office of the Society in such a manner as the Council shall determine together with vouchers for any authorised expenditure.
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.

RETIREMENT OF MEMBERS

9. A Member may at any time by notice in writing resign membership 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.

GENERAL MEETINGS

10. An Annual General Meeting shall be held in every year and not more than fifteen months after the holding of the last preceding Annual General Meeting at such time and place as the Council may, from time to time, prescribe and shall be specified as such in the notices calling it. The Council may, whenever it thinks fit, convene a General Meeting, and such Meetings shall also be convened on such requisition or in default may be convened by such requisitionists as provided by section 303 of the Act.

NOTICE OF GENERAL MEETINGS

11. An Annual General Meeting and a meeting called for the passing of a Special Resolution shall be called by twenty-eight clear days' notice at the least, and a meeting of the Society other than an Annual General Meeting or a meeting for the passing of a Special Resolution shall be called by at least fourteen clear days' notice. Every such 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 meeting and, in case of special business, the general nature of that business and shall be given to the Auditors and to the Members of the Society in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Society in General Meeting.

The accidental omission to give notice of a meeting to, or the non-receipt of notice of meeting by, any person entitled to receive notice shall not invalidate the proceedings of that meeting.

PROCEEDINGS AT GENERAL MEETINGS

12. The business of an Annual General Meeting shall be to:
- (a) Receive such reports as the Council shall from time to time specify;
 - (b) Elect or re-elect the Honorary Officers, Vice-Presidents and Council;
 - (c) So far as may be necessary in default of the Council having done so, appoint and fix the remuneration of the auditors for the purposes of sections 485 and 492 of the Act; and
 - (d) To transact such other business (if any) as the Council shall place before it.

All other business transacted at an Annual General Meeting and all business transacted at any other General Meeting shall be deemed special.”

13. (a) No Member not being a Member of the Council retiring at the Meeting shall, unless recommended by the Council for election, be eligible for election to membership of the Council at any General Meeting unless within the prescribed time before the day appointed for the Meeting there shall have been given to the Secretary notice in writing by some Member duly qualified to be present and vote at the Meeting for which such notice is given, of his intention to propose such person for election and also notice in writing signed by the person to be proposed, of his willingness to be elected. The prescribed time above mentioned shall be such that, between the date when the notice is served, or deemed to be served, and the day appointed for the Meeting, there shall be not less than fourteen nor more than twenty-one intervening days.
- (b) No Member shall be entitled to propose any Resolution at any General Meeting unless within the prescribed time as defined above he shall have given to the Secretary notice of his intention to do so, containing a copy of such Resolution and the names of the proposer and seconder thereof.
14. Save as hereinafter provided no business shall be transacted at any General Meeting of the Society unless a quorum of not less than ten members is present.
15. If within half an hour from the time appointed for the holding of the meeting a quorum of ten members is not present the meeting, if called upon requisition under Article 10, shall be dissolved, and in any other case it shall stand adjourned to the same day in the following week, at the same time and place, provided such place be available at the same time, otherwise at some other convenient place and time (to be fixed by the Council) on the same day in the following week, and if at such adjourned meeting a quorum of ten members is not present, as aforesaid, the number present shall be a quorum.

16. The President of the Society or failing him the Chairman or failing him the Vice-chairman for the time being of the Council, or failing him such other person as shall be designated by the Council, shall take the chair at all General Meetings. If none of these persons is present within five minutes after the appointed time and willing to act a Chairman shall be chosen by the Members present.
17. The Chairman at any General Meeting may, with the consent of the meeting, adjourn it 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. It shall not be necessary to give any notice to the Members of an adjournment of a meeting or of the business to be transacted at an adjourned meeting.

VOTES OF MEMBERS

18. At every General Meeting any question arising shall (except in the case of a Ballot as provided by Article 21 (b) hereof) be decided in the first instance on a show of hands by a majority of the votes of the members present and entitled to vote, unless a poll is demanded (before or on the declaration of the result of the show of hands) by the Chairman or by at least three Members present at the meeting.

Unless a poll is so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or lost or carried or lost by a particular majority and an entry to that effect in the books containing the minutes of proceedings of the Society, shall be conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

Except as hereinafter provided, if a poll is duly demanded it shall be taken in such manner as the Chairman shall direct, and the result of the poll shall be a resolution of the meeting at which the poll was demanded.

In case of an 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.

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 shall direct.

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.
20. All meetings of the Society shall be opened and closed with prayer.

COUNCIL

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 held in the second year after 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.
 - (d) It shall be a condition of membership of Council that each member thereof shall prior to the first meeting of the Council to be held after the Annual General Meeting each year, or if co-opted pursuant to Article 22 below prior to attending any meeting of Council, have signed such statement or statements of faith as any General Meeting shall for the time being by special resolution have prescribed reflecting the historic faith as set forth in Scripture in a manner consistent with the Objects of Church Society as set out in the Memorandum of Association.
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 as 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 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 the members present and in the case of an equality of votes the Chairman shall have a second or casting vote.

24. The Chairman or, in his absence, the Vice-chairman for the time being of the Council shall be entitled to take the chair at all meetings of the Council. In the absence of both the Chairman and Vice-chairman, the Chairman of every meeting of the Council shall be elected by those present at the commencement of the meeting. All questions arising at any meeting of the Council shall be decided by a majority of the votes of the members present and in case of equality of voting the Chairman of the meeting shall have a second or casting vote.
25. No resolution of the Council to rescind a previous resolution thereof shall be effectual unless and until the rescinding resolution shall have been confirmed at the next meeting of the Council after the passing thereof, and notice of such rescinding resolution shall have been given in the agenda paper for such last mentioned meeting.
26. All acts done by the Council or by any Committee thereof, or by any person acting or purporting to act as a member or delegate of the Council, shall, notwithstanding the existence of any vacancy or the subsequent discovery of some disqualification or defect in the appointment or continuance in office of any such members, be as valid as if such vacancy, disqualification or defect had not existed.
27. The Secretary, Deputy Secretaries and Assistant Secretaries shall be engaged and dismissed by the Council who shall define their duties and fix their remuneration. No person shall be eligible for appointment to any such office until he has signed the Declaration referred to in Article 5. Sections 274 and 280 of the Act shall apply and be observed. No such person shall be elected as a member of the Council within three years from the date on which he ceases to hold office.
- 27(A). The Council shall have power to establish a National Conference of Church Society to act in a consultative capacity and at the request of the Council to advise upon any of the affairs of the Society. The conduct and functions of the National Conference of Church Society shall be regulated by the Council who may appoint any individual to be a Member thereof and may remove any person so appointed and a Member of the National Conference of Church Society need not be a Member of the Council nor of the Society. Meetings of the National Conference of Church Society shall be convened only at the request of the Council and shall conform to any regulations imposed by the Council.

MANAGEMENT OF THE SOCIETY

28. The office of a member of the Council shall be vacated if he: -

- (a) becomes bankrupt or compounds with his creditors; or
- (b) becomes subject to a Disqualification Order or a Disqualification Undertaking under the Company Directors' Disqualification Act 1986 that prohibits him from being or acting as a member of the Council; or
- (c) becomes of unsound mind; or
- (d) resigns his office by notice in writing to the Society; or
- (e) is removed from office pursuant to sections 168 and 169 of the Act; or
- (f) ceases for any cause to be a Member of the Society; or
- (g) shall have failed to sign a statement or statements of faith as provided by Article 21(d) above.

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 Members' names 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.
30. (1) The Council shall cause proper minutes to be made in books provided for the purpose:-
- (a) of all appointments to the Council and all Committees and of officers of the Society;
 - (b) of the names of all persons present at each meeting of the Council or Committees;
 - (c) of all resolutions and proceedings at all General Meetings and at all meetings of the Council or Committees.
- (2) Every person present at any meeting of the Council or Committee shall sign the attendance book kept for that purpose.
31. The Society may, on the request of any Member of the Council, or any other Member of the Society engaged on its business, refund the cost of any traveling or subsistence expenditure, properly and necessarily incurred by that member, solely by reason of his attendance at a meeting of the Council, or his otherwise being engaged on the business of the Society.

SEAL

32. The Council shall have a seal, and may from time to time destroy the same and substitute a new Seal in lieu thereof. The seal shall be deposited at the registered office of the Society and shall never be affixed to any document except in pursuance of a resolution of the Council and in the presence of at least two members of the Council and the Secretary or, in his absence, one of the Deputy or Assistant Secretaries.

RIGHTS OF PATRONAGE AND TRUST PROPERTY

33. Such of the property or rights of the Society as in the opinion of the Council may be more conveniently vested in or exercised by Trustees for the Society than in or by the Society itself, may be vested in Trustees, who shall be Members of the Society appointed by the Council or of the "Church Society Trust" either alone or jointly with other Trustees. All such property or rights vested in individual Trustees shall be subject to the control of the Council and no part thereof shall be sold, assigned, transferred, conveyed or otherwise dealt with by the Trustees without the authority of the Council, but rights of presentation or administration in respect of patronage vested in the Society or in the Trustees by its direction may be exercised by the Trustees. The Trustees so appointed shall resign their trust if required to do so at any time by a resolution of the Council passed to this effect by a majority of two-thirds of the members present and voting at the meeting at which such resolution is passed and confirmed by a simple majority at the next meeting of the Council thereafter. All property or rights vested in the "Church Society Trust" shall be held and administered in accordance with the Memorandum and Articles of Association for the time being of that Trust.
34. The Council shall have the power of appointing new Trustees under the Trustee Act, 1925, or any other Statute in the like behalf. No Trustee shall hold any salaried office under the Society.

ACCOUNTS

35. The Council shall cause proper books of Account to be kept with respect to: -
- (a) All sums of money received and expended by the Society and the matters in respect of which such receipts and expenditure take place.
 - (b) All sales and purchases of goods by the Society.
 - (c) The Assets and Liabilities of the Society.

Proper books shall not be deemed to be kept if there are not kept such books of Account as are necessary to give a true and fair view of the state of the affairs of the Society and to explain its transactions.

The books of Account shall be kept at the registered office of the Society, or, subject to section 388(1) of the Act at such other place or places as the Council may think fit and shall always be open during office hours to the inspection of Members of the Council.

The Council shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the Accounts and books of the Society or any of them shall be open to inspection by the Members, not being members of the Council and no Member (not being a member of the Council) shall have any right of inspecting any account or book or documents except as conferred by Statute or authorised by the Council or by the Society in General Meeting.

36. The Council shall from time to time in accordance with sections 423 and 424 of the Act cause to be prepared and publish such annual accounts and reports as are referred to in those sections provided that such annual accounts and reports shall (without prejudice to those sections) be published to members no less than 21 days prior to the Annual General Meeting held pursuant to Article 12 next after the relevant year end by posting a copy thereof on the Society's website.
37. All moneys received shall forthwith be paid to the credit of the Society at its Bankers and such payments shall be made and cheques signed as may from time to time be ordered by the Council.
38. Every such account and balance sheet as aforesaid when audited and approved by the Annual General Meeting, shall be conclusive, except as regards any error discovered therein, within

three months after such approval. Any such error so discovered shall forthwith be corrected.

AUDIT

39. Auditors shall be appointed and their duties regulated in accordance with Part 16 of the Act, the members of the Council being treated as the Directors mentioned in that Part of the Act.

No member of the Council or officer of the Society (an Auditor for the purposes of this clause not being deemed to be an officer) shall be eligible or capable of continuing in office as an Auditor. The Auditor or Auditors shall be eligible for re-election on quitting office, and in case of a vacancy occurring between two Annual General Meetings, the Council shall appoint a suitable person to act until the next Annual General Meeting.

NOTICES

40. Notices may be served on the Society by posting them to or leaving them at the registered office, and notices to be given by the Society may be signed by the President or by the Chairman for the time being of the Council or by the Secretary or by any person authorised by the Council and need not be under seal.
41. 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.

WINDING UP

42. The provisions of Clause 10 of the Memorandum of the Society relating to the winding up or dissolution of the Society shall apply and have effect as if the same were repeated herein.