

**Memorandum and  
Amended Articles of Association of  
  
AMIGOS WORLDWIDE**

Incorporated on:	21 <sup>st</sup> February 2007
Company Registration No.	6122350
Charity Registration No.	1119450
Amended on:	15 <sup>th</sup> December 2008 by Special Resolution

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**Memorandum of Association of**  
**AMIGOS WORLDWIDE**

1. The Company's name is AMIGOS WORLDWIDE (and in this document is called "the Charity").
2. The Charity's registered office is to be situated in England.
3. The Charity's objects ("the Objects") are:-
  - (a) To advance education and vocational training in such parts of Uganda, Sub-Saharan Africa and the world as the Trustees may from time to time think fit including but not by way of limitation through the provision of child sponsorship, educational facilities and materials, the equipment and building of schools and vocational training centres;
  - (b) To relieve sickness and financial hardship and to promote and preserve good health by the provision of funds, goods or services of any kind, including through the provision of counselling and support in such parts of Uganda, Sub-Saharan Africa and the world as the Trustees may from time to time think fit;
  - (c) To advance the Christian faith in accordance with the Statement of Beliefs appearing in the Schedule to the Articles hereto in Uganda, Sub-Saharan Africa and in such other parts of the world as the Trustees may from time to time think fit.
4. In furtherance of the Objects, but not otherwise the Charity may exercise the following powers:
  - (a) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts in the name of the Charity;
  - (b) to raise funds and to invite and receive contributions from any persons whatsoever by way of loan, subscription, donation and otherwise: provided that in raising funds the Charity shall not undertake any substantial permanent trading activities and shall conform to any relevant statutory regulations;
  - (c) subject to such consents as may be required by law to borrow and raise money without limit in such manner and on such security (if any) as the Charity may think fit and to issue debentures and other securities;
  - (d) to purchase, lease, hire, exchange or otherwise acquire any land, buildings, furniture, equipment or other property or interest in property and to alter, improve, develop, redevelop and (subject to such consents as may be required by law) to sell, resell, let, underlet, charge, assign, or otherwise dispose of or deal with the same;

- (e) to hold property as tenants in common with another or others not being a charity on such terms as shall be considered proper providing that the Charity shall at all times be entitled to receive the proportion of the net sale proceeds that reflect the funds provided by the Charity or the share, interest or entitlement of the Charity;
- (f) subject to clause 5 below, to employ or otherwise engage the services of and remunerate such staff as are necessary for the proper pursuit of the Objects and to make all reasonable provision for the payment of pensions and superannuation to staff and their dependants;
- (g) to establish or support any trusts, associations, institutions or other bodies which exist to further all or any of the Objects;
- (h) to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the Objects or similar charitable purposes and to exchange information and advice with them;
- (i) to pay out of the funds of the Charity the costs, charges and expenses of and incidental to the formation and registration of the Charity;
- (j) to make donations to any worker who is engaged in such work or activity which furthers the Objects or in assisting either directly or indirectly in the same;
- (k) to make donations or loans to other charities having the same or similar objects as the Charity;
- (l) to produce, sell or otherwise distribute literature, audio and visual aids, and other media of communication, but not so as to constitute permanent trading on the part of the Charity *except* where it is a direct means of furthering the Objects;
- (m) to arrange and provide for or join in arranging and providing for the holding of meetings, lectures, seminars, conferences, and training courses for the furtherance of the Objects;
- (n)
  - (i) to train, equip, commission and support or to assist in the training of, any people who are concerned to achieve the Objects;
  - (ii) to make any grant, gift, or payment for the purpose of or in connection with such training, equipping, commissioning and support;
  - (iii) to make provision for the accommodation of individuals and groups of individuals in the areas in which it is desired to operate the Charity;
- (o) to insure any asset of the Charity on such terms as the trustees may think fit and to pay the appropriate premiums and to use any insurance money received in any manner the trustees think fit whether to restore the asset or not;
- (p) to insure and arrange insurance cover for and to indemnify its members, servants and voluntary workers from and against all such risks incurred in the

proper performance of their duties as may be thought fit;

- (q) to invest the moneys of the Charity not immediately required for the furtherance of the Objects in or upon such investments, securities or property as may be thought fit, subject to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law;
  - (r) to undertake, facilitate or support the co-ordination and net-working of other agencies fulfilling the same or similar objects with the aim of making the most strategic and effective use of resources including personnel, expertise and finance in the same or similar locations or projects;
  - (s) to make regulations for the management of any property which may be acquired by the Charity;
  - (t) to establish where necessary local branches (whether autonomous or not) or otherwise cause the Charity to be duly registered or constituted by law in any country in which it is desired to operate;
  - (u) to do all such other lawful things as are necessary for the achievement of the Objects.
5. The income and property of the Charity shall be applied solely towards the promotion of the Objects and no portion shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to members of the Charity, and save as provided for in clause 6 hereof no trustee shall be appointed to any office of the Charity paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Charity: Provided that nothing herein shall prevent any payment in good faith by the Charity:
- (a) of the usual professional charges for business done by any trustee who is a solicitor, accountant or other person engaged in a profession, or by any partner of his or hers, when instructed by the Charity to act in a professional capacity on its behalf: Provided that at no time shall a majority of the Trustees benefit under this provision and that a trustee shall withdraw from any meeting at which his or her appointment or remuneration, or that of his or her partner, is under discussion;
  - (b) of reasonable and proper remuneration for any services rendered to the Charity by any member, officer or servant notwithstanding that they may also be a Trustee of the Charity provided:
    - i) that at no time shall a majority of the Trustees receive remuneration or other benefits for services rendered to the Charity;
    - ii) that the Trustees are satisfied that the individual is the most appropriate person for the proposed employment;
    - iii) that any Trustee whom it is proposed to remunerate or confer other benefits upon should not be present during the formal deliberations and decision making relating to any such proposed remuneration benefits;

- iv) where a Trustee is a connected person to any employee of the Trust he must absent himself during the formal deliberations and decision making relating to their employment;
  - v) that the Trustees are satisfied that the level of proposed remuneration or the nature and value of any such other benefits is reasonable and proper having regard to the nature and value of the work carried out or services undertaken by such Trustee and to the income of the Charity; and
  - vi) that the decision to remunerate or confer such other benefits upon such Trustee and the level of that remuneration and nature and value of any such other benefits shall be taken and decided upon by not less than two thirds of all the remaining Trustees;
  - vii) a memorandum of such decision or resolution shall be entered into the records of the Trust and copies thereof and details of such contract agreement or arrangement shall be reasonably available for inspection by any person or body affected thereby or having an interest therein.
- (c) of interest on money lent by any member of the Charity or trustee at a reasonable and proper rate per annum not exceeding 1 per cent less than the published base lending rate of a clearing bank to be selected by the trustees;
  - (d) of fees, remuneration or other benefit in money or money's worth to any public limited company of which a trustee may also be a member holding not more than 1/100th part of the issued capital of that public limited company;
  - (e) of any reasonable and proper rent for premises demised or let by any member of the Charity or a trustee;
  - (f) of any premium in respect of any indemnity insurance relating to liabilities of the trustees (or any of them) as and to the extent permitted by clause 4 above;
  - (g) to any trustee of reasonable out-of-pocket expenses.
  - (h) to provide indemnity insurance to cover the liability of the trustees which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Charity PROVIDED that any such insurance shall not extend to:
    - (i) any claim arising from any act or omission which the trustees (or the trustee in question) knew to be a breach of trust or breach of duty or which was committed by the trustees (or by the trustee in question) in reckless disregard of whether it was a breach of trust or breach of duty or not;
    - (ii) the costs of an unsuccessful defence to a criminal prosecution brought against the trustees (or against the trustee in question) in their capacity as trustees of the Charity;
- 6. (a) In the management and administration of the Trust and the Trust Fund the

Trustees may take such advice professional or otherwise as they consider appropriate and may make payments out of the Trust Fund in respect of the costs fees and expenses for and in relation to any such advice

- (b) Save as provided for in the previous and the next sub-clause the Trustees may not as a general rule receive remuneration for their services except that they may be reimbursed all reasonable and proper out of pocket expenses incurred by them in pursuit of their duties
  - (c) The Trustees shall have power to remunerate any Trust Corporation in which any investments land or buildings belonging to the Trust have been vested as a custodian or holding Trustee on such terms as may be agreed with the Trust Corporation provided that any such remuneration shall be reasonable
7. The liability of the members is limited.
  8. Every member of the Charity undertakes to contribute such amount as may be required (not exceeding £1) to the Charity's assets if it should be wound up while he or she is a member or within one year after he or she ceases to be a member, for payment of the Charity's debts and liabilities contracted before he or she ceases to a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.
  9. If the Charity is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property it shall not be paid to or distributed among the members of the Charity, but shall be given or transferred to some other charity or charities having objects similar to the Objects which prohibits the distribution of its or their income and property to an extent at least as great as is imposed on the Charity by clause 5 above, chosen by the members of the Charity at or before the time of dissolution and if that cannot be done then to some other charitable object.

The Companies Acts 1985 and 1989  
Company Limited by Guarantee and not having a Share Capital

**Amended Articles of Association of  
AMIGOS WORLDWIDE**

**INTERPRETATION**

1. In these Articles:

“**the Charity**” means the company intended to be regulated by these articles;

“**the Act**” means the Companies Act 1985 and 2006 including any statutory modification or re-enactment thereof for the time being in force;

“**the Acts**” means the Companies Act as above and the Charities Act 1993 as amended;

“**address**” means a postal address or, for the purposes of electronic communication, a fax number, an e-mail address or text message in each case registered with the Charity;

“**the articles**” means these Articles of Association of the Charity;

“**clear days**” in relation to the period of a notice means the period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

“**executed**” includes any mode of execution;

“**the memorandum**” means the memorandum of association of the Charity;

“**office**” means the registered office of the Charity;

“**the seal**” means the common seal of the Charity if it has one;

“**secretary**” means the secretary of the Charity or any other person appointed to perform the duties of the secretary of the Charity, including a joint, assistant or deputy secretary;

“**the trustees**” means the directors of the Charity (and “**trustee**” has a corresponding meaning);

“**the United Kingdom**” means Great Britain and Northern Ireland; and

words importing the masculine gender only shall include the feminine gender and words importing the singular number shall include the plural and vice versa where the context so permits and words importing persons shall include companies.

Subject as aforesaid, words or expressions contained in these Articles shall, unless the context requires otherwise, bear the same meaning as in the Act.

## **MEMBERS**

2. (a) The subscribers to the memorandum and such other persons as are admitted to membership in accordance with the rules made under Article 69 shall be members of the Charity. No person shall be admitted a member of the Charity unless his application is approved by the trustees and he subscribes to the Statement of Beliefs set out in the schedule to the Articles;
- (b) Any member of the Charity may retire on giving written notice to the secretary, provided that such retirement shall not reduce the number of members to less than two;
- (c) Any person or other body who ceases to be a Trustee in accordance with Article 44 shall forthwith cease to be a member of the company. Membership shall not be transferable and shall cease on death;
- (d) A retiring Trustee may be reappointed as a member further to the provisions of Article 69;
- (e) If not less than two-thirds of the trustees present at a meeting so resolve, the trustees shall have the right for a good and sufficient reason to terminate the membership of any member provided that he shall have received 21 clear days' notice in writing to his last known address notifying him of the intention to terminate his membership and the reasons therefore and that he shall have the right to be heard by the trustees before any vote is taken;
- (f) The Directors must maintain a register of names and addresses of the members.

## **GENERAL MEETINGS**

3. Unless the Charity has elected to dispense with the need to hold an Annual General Meeting by passing an elective resolution (and that elective resolution remains in effect), the Charity shall hold an Annual General Meeting each year 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 Charity and that of the next provided that so long as the Charity holds its first Annual General Meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation, or in the following year. The Annual General Meeting shall be held at such times and places the Board shall appoint.
4. The Trustees may call General Meetings to be held at such times and such places as they shall appoint.
5. On the requisition of members pursuant to the provisions of the Act, the Trustees shall forthwith proceed to convene a General Meeting for a date not later than eight weeks after receipt of requisition. If there are not within the United Kingdom sufficient trustees to call a general meeting, any trustee or any member of the Charity may call a general meeting.

## **NOTICE OF GENERAL MEETINGS**

6. Notice of General Meetings shall normally be called by at least 14 clear days' notice, specifying the time and place of the meeting, whether it is an Annual General Meeting (when applicable), the general nature of the business to be transacted and any resolutions whether special or otherwise. Notice of an Annual General Meeting shall be given to all members, Trustees and auditors (if any) of the charity. The notice must also contain a statement setting out the right of members to appoint a proxy under section 324 of the Companies Act 2006.
7. An Annual General Meeting and any General Meeting called for the passing of a special resolution shall be called by at least twenty one clear days' notice.
8. A General Meeting may be called of notice of less than fourteen clear days if it is so agreed.
9. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

## **PROCEEDINGS AT GENERAL MEETINGS**

10. No business shall be transacted at any meeting unless a quorum is present. Two persons entitled to vote upon the business to be transacted, each being a member present in person or by proxy, or one tenth of the total number of such persons for the time being, whichever is the greater, shall constitute a quorum. The authorised representative of a member organisation shall be counted in the quorum.
11. If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the trustees may determine. If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the members present in person or by proxy at that time shall constitute the quorum for that meeting.
12. The chairman, if any, of the trustees or in his absence some other trustee nominated by the trustees shall preside as chairman of the meeting, but if neither the chairman nor such other trustee (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the trustees present shall elect one of their number to be chairman and, if there is only one trustee present and willing to act, he shall be chairman.
13. If no trustee is willing to act as chairman, or if no trustee is present within fifteen minutes after the time appointed for holding the meeting, the members present in person or by proxy and entitled to vote shall choose one of their number to be chairman.
14. The chairman may, with the consent of a 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 an adjourned meeting other than business which might properly have been transacted at the meeting had adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall

not be necessary to give any such notice.

15. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:
  - (a) by the chairman; or
  - (b) by at least two members present in person or by proxy having the right to vote at the meeting; or
  - (c) by a member or members present in person or by proxy representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.
16. Unless a poll is duly demanded, a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
17. The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the chairman. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.
18. A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
19. A poll demanded on the election of a chairman, or on a question of adjournment, shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the chairman of the meeting directs, not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent continuance of the meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
20. No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
21. A resolution in writing agreed by a simple majority of the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that a copy of the proposed resolution has been sent to every eligible member and a simple majority of members has signified its agreement to the resolution in an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date. A resolution in writing may comprise several copies to which one or more members have signified their agreement. In the case of a member that is an organisation, its authorised representative may signify its agreement.

22. A written Special Resolution must be passed by a 75% majority of the members present and voting including by proxy; a written Ordinary Resolution may be passed by a simple majority (more than 50%) of those members present and voting including by proxy.

**VOTES OF MEMBERS**

23. Every member shall have one vote.
24. Votes may be cast in a poll either personally or by proxy. A proxy must be a member and shall not have the right to appoint a further proxy. In matters decided on a show of hands a member represented by a proxy shall have no vote.
25. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing.
26. No member shall be entitled to vote at any general meeting unless all moneys then payable by him to the Charity have been paid.
27. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.

**APPOINTMENT OF PROXIES AND VOTING**

28. Any member is entitled to appoint another person as a proxy to exercise all or any of the member’s rights to attend and to speak and vote at a general meeting of the charity.

29. The appointment of a proxy shall be executed by or on behalf of the appointor and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the trustees may approve):  
 “charity name .....

I/We, ..... of ....., being a member/members of the above named charity, hereby appoint ..... of ....., or failing him/her, ..... of ....., as my/our proxy to vote in my/our name[s] and on my/our behalf at the general meeting of the charity to be held on ..... 20 ....., and at any adjournment thereof.

Signed on: ..... 20.....”

30. Where it is desired to afford members an opportunity of instructing the proxy how to act, the appointment of a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the directors may approve):

“charity name .....

I/We, ..... of ....., being a member/members of the above named charity, hereby appoint ..... of ....., or failing him/her, ..... of ....., as my/our proxy to vote in my/our name[s] and on my/our behalf at the general meeting of the charity to be held on ..... 20 ....., and at any adjournment thereof.

Signed on: ..... 20....”

This form is to be used in respect of the resolutions mentioned below as follows:

Resolution No. 1 \*for \*against

Resolution No. 2 \*for \*against

\*delete whichever is not required

Unless otherwise instructed, the proxy may vote as he thinks fit or abstain from voting.

Signed this ..... day of ..... 20....

31. The appointment of a proxy and any authority under which it is executed (or a copy of such authority certified by a notary or in some other way approved by the directors) may be lodged with the charity as follows:
- (a) in the case of an instrument in writing: be deposited at the office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the charity in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
  - (b) in the case of an appointment contained in an electronic communication: where an address has been specified for the purpose of receiving electronic communications:
    - (i) in the notice convening the meeting, or
    - (ii) in any instrument of proxy sent out by the charity in relation to the meeting, or
    - (iii) in any invitation contained in an electronic communication to appoint a proxy issued by the charity in relation to the meeting
- It must be received at such address not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote;
- (c) in the case of a poll taken more than 48 hours after it is demanded, be deposited or received as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or
  - (d) where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the person chairing the meeting or to the secretary or to any director.
32. An appointment of proxy which is not deposited, delivered or received in a manner described in Article 31 above shall be invalid.
33. A vote given or poll demanded by proxy or by the duly authorised representative of a member which is an organisation shall be valid even if the authority of the person voting or demanding a poll has been terminated unless notice of the termination was received by the charity at:

- (a) its registered office;
- (b) at such other place at which the instrument of proxy was duly deposited;
- (c) (where the appointment of the proxy was contained in an electronic communication) at the address at which such appointment was duly received before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

## **TRUSTEES**

- 34. The number of trustees shall be not less than three but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum.
- 35. The first trustees shall be those persons named in the statement delivered pursuant to section 10(2) of the Act, who shall be deemed to have been appointed under the Articles. Future trustees shall be appointed as provided subsequently in the articles.

## **POWERS OF TRUSTEES**

- 36. Subject to the provisions of the Act the Memorandum and the Articles and to any directions given by special resolution the business of the Charity shall be managed by the trustees who may exercise all the powers of the Charity. No alteration of the memorandum or the articles and no such direction shall invalidate any prior act of the trustees which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this article shall not be limited by any special power given to the trustees by the articles and a meeting of trustees at which a quorum is present may exercise all the powers exercisable by the trustees.
- 37. In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the articles the trustees shall have the following powers, namely:
  - (a) to expend the funds of the Charity in such manner as they shall consider most beneficial for the achievement of the objects and to invest in the name of the Charity such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the Objects of the Charity.
  - (b) to enter into contracts on behalf of the Charity.

## **DUTY OF CARE AND EXTENT OF LIABILITY**

- 38. When exercising any power (whether contained in the Memorandum and Articles of Association or provided by statute or any rule of law) to administer or manage the Charity, each of the Trustees must use the level of care and skill that is reasonable in the circumstances, taking into account any special knowledge or experience that he has or claims to have (“the duty of care”). No Trustee and no-one exercising powers or responsibilities that have been delegated by the Trustees shall be liable for any act or failure to act unless, in acting or failing to act, he has failed to discharge the duty of care.

## **APPOINTMENT AND RETIREMENT OF TRUSTEES**

39. The trustees shall not be subject to retirement by rotation. Unless otherwise determined by the Charity in general meeting, the term of office of a trustee shall continue until he retires or is removed in accordance with the relevant provisions of the articles.
40. No person may be appointed as a trustee at any general meeting:
- (a) unless he has attained the age of 18 years;
  - (b) in circumstances such that, had he already been a trustee, he would have been disqualified from acting under the provisions of Article 44;
  - (c) unless he subscribes to the Statement of Faith set out in the Schedule to these Articles;
  - (d) in selecting individuals for appointment as trustees, the trustees must have regard to the skills, knowledge and experience required for the effective administration of the charity;
  - (e) he has signed in the Minute book on the first and on each subsequent appointment a declaration of acceptance and willingness to act in accordance with the trusts of the charity and completed the statutory forms of appointment.
41. The following provisions shall apply in relation to the appointment of Trustees:
- (a) In addition to the statutory powers of appointment a new Trustee may be appointed by a resolution of the Trustees passed by a majority of the Trustees for the time being (and not just a simple majority present at a meeting when the resolution is considered) and such resolution shall be recorded in the minutes and signed by the new Trustee and by the chairman of the meeting and such records shall be conclusive evidence of his appointment;
  - (b) A technical defect in the appointment of a Trustee of which the Trustees are unaware at the time does not invalidate decisions taken by the Trustees.
42. Not less than seven nor more than twenty-eight clear days before the date appointed for holding a general meeting notice shall be given to all persons who are entitled to receive notice of the meeting of any person in respect of whom notice has been duly given to the Charity of the intention to propose him at the meeting for appointment as a trustee. The notice shall give the particulars of that person which would, if he were so appointed, be required to be included in the Charity's register of trustees (directors).
43. Subject as aforesaid, the members of the Charity may by ordinary resolution appoint a person who is willing to act to be a trustee either to fill a vacancy or as an additional trustee.
44. A trustee shall cease to hold office if
- (a) he ceases to be a trustee by virtue of any provision in the Act or is disqualified from acting as a trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);

- (b) he becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs;
- (c) he resigns his office by notice to the Charity (but only if at least two trustees will remain in office when the notice of resignation is to take effect);
- (d) he is absent without the permission of the trustees from all their meetings held within a period of six months and the trustees resolve that his office be vacated;
- (e) he ceases to subscribe to the Statement of Beliefs set out in the schedule to the articles; or
- (f) the members of the Charity in general meeting by ordinary resolution decide for a good and sufficient reason to terminate his appointment provided that he shall have received 14 clear days notice in writing to his last known address notifying him of the intention to terminate his appointment and the reasons therefore and that he shall have the right to be heard by the members at such general meeting before any vote is taken.

#### **TRUSTEES' EXPENSES**

- 45. The trustees may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of trustees or committees of trustees or general meetings or in pursuance of the Objects of the Charity or otherwise in connection with the discharge of their duties, but shall otherwise be paid no remuneration, except to the extent permitted by clauses 5 and 6 of the memorandum.
- 46. Subject to the provisions of the Act and to clause 5 of the memorandum, the trustees may appoint one or more of their number to the unremunerated office of managing director or to any other executive office under the Charity.
- 47. Except to the extent permitted by Clauses 5 and 6 of the memorandum, no trustee shall take or hold any interest in property belonging to the Charity or receive remuneration or be interested otherwise than as a trustee in any other contract to which the Charity is a party.

#### **PROCEEDINGS OF TRUSTEES**

- 48. Subject to the provisions of the articles, the trustees may regulate their proceedings as they think fit. A trustee may, and the secretary at the request of a trustee shall, call a meeting of the trustees. It shall not be necessary to give notice of a meeting to a trustee who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes the chairman shall not be entitled to a casting vote. If a resolution fails to secure a majority vote in favour it shall be lost.
- 49. The quorum for the transaction of the business of the trustees shall be a majority of the board of trustees.
- 50. The trustees may act notwithstanding any vacancies in their number, but, if the number of trustees is less than three, the continuing trustees or trustee may act only for the purpose of:

- (a) calling a general meeting for the appointment of new trustees;
  - (b) protecting the assets of the Charity;
  - (c) executing decisions made by the Trustees before their number fell below that of the quorum.
51. The trustees may appoint one of their number to be the chairman of their meetings and may at any time remove him from that office. Unless he is unwilling to do so, the trustee so appointed shall preside at every meeting of trustees at which he is present. But if there is no trustee holding that office, or if the trustee holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the trustees present may appoint one of their number to be chairman of the meeting.
52. A meeting of the Trustees may be held either in person or by suitable electronic means agreed by the Trustees in which all participants can see (whether through some form of video link or otherwise) and may communicate with all the other participants.
53. The trustees may appoint one or more committees which may consist of trustees and such other persons as the trustees may think fit for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the trustees would be more conveniently undertaken or carried out by a committee provided that:-
- (a) all acts and proceedings of any such committees shall be fully and promptly reported to the trustees;
  - (b) any such committee shall conform to any regulations that may be imposed upon it by the trustees;
  - (c) any such committee shall not incur expenditure other than in accordance with a budget approved by the trustees or with specific prior approval of the trustees.
54. All acts done by a meeting of trustees, or a committee of trustees, shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any trustee or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a trustee and had been entitled to vote.
55. A resolution in writing, signed by all the trustees entitled to receive notice of a meeting of trustees or of a committee of trustees, shall be as valid and effective as if it had been passed at a meeting of trustees or (as the case may be) a committee of trustees duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the trustees.
56. Any bank account in which any part of the assets of the Charity is deposited shall indicate the name of the Charity. All cheques and orders for the payment of money from such account and all promissory notes, drafts, bills of exchange and other negotiable instruments shall be signed by at least two signatories who shall be trustees or persons duly authorised by the trustees. Such electronic payments as may be required may be made and received subject to effective controls being in place and regularly monitored by the Trustees.

## **CONFLICT OF INTEREST**

57. A member of the Board of Trustees should make it known from the outset of any interest he may have in a particular topic of discussion and must immediately remove himself from that part of the meeting where a potential conflict of interest may arise or be deemed to arise, unless the remaining Board members have specifically authorised the trustee in question to declare the nature and extent of his interest and agreed that his presence at that part of the meeting in an advisory capacity is in the best interests of the charity.

## **SECRETARY**

58. (a) Subject to the provisions of the Acts, the secretary shall be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit, and it may remove any secretary so appointed.
- (b) Subject to the provisions of the Acts, the Board may decide not to appoint a Secretary. In this case the Board must appoint an appropriate person to carry out the duties of the Secretary

## **MINUTES**

59. The trustees shall keep minutes in books or in other written or electronic media kept for the purpose:
- (a) of all appointments of officers made by the trustees; and
- (b) of all proceedings at meetings of the Charity and of the trustees and of committees of trustees including the names of the trustees present at each such meeting.

## **EXECUTING OR SEALING DOCUMENTS**

60. (a) The Charity need not have a company seal. If it does, the seal shall only be used by the authority of the trustees. The trustees may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a trustee and by the secretary or by a second trustee;
- (b) If the Charity does not have a seal, instruments may be executed on the authority of the trustees authorised by the trustees on the signature of a trustee and of the secretary or by a second trustee. Appropriate wording which may be used is: “Executed as a deed and delivered by [ ]”

## **ACCOUNTS**

61. (a) The trustees must prepare for each financial year accounts as required by the 2006 Act. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.
- (b) The trustees must keep accounting records as required by the 2006 Act.

## **ANNUAL REPORT**

62. The trustees shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Commissioners.

## **ANNUAL RETURN**

63. The trustees shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Commissioners.

## **NOTICES**

64. Any notice to be given to or by any person pursuant to the Articles must either be given in writing or by electronic communication except that a notice calling a meeting of the trustees need not be in writing.
65. The charity may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address by electronic communication or by publishing it on the charity's website provided that the member concerned has provided written consent for this. A member whose address is not within the United Kingdom and who gives to the charity an address within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the charity.
66. A member present in person or by proxy at any meeting of the charity shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.
67. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given or sent by fax or e-mail as registered with the Company. A notice shall be deemed to have been given at the expiration of 48 hours after the envelope containing it was posted, faxed or sent by e-mail.

## **INDEMNITY**

68. (a) Subject to the provisions of the Act every trustee or other officer or auditor of the Charity shall be indemnified out of the assets of the Charity against any liability incurred by him in that capacity in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity.
- (b) A retiring Trustee is entitled to an indemnity from the continuing Trustees at the expense of the Charity in respect of any liabilities properly incurred during his Trusteeship

## **RULES**

69. (a) The trustees may from time to time make such rules or bye laws as they may deem necessary or expedient or convenient for the proper conduct and

management of the Charity and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they may by such rules or bye laws regulate:

- (i) the setting aside of the whole or any part or parts of the Charity's premises at any particular time or times or for any particular purpose or purposes;
  - (ii) the procedure at general meetings and meetings of the trustees and committees of the trustees in so far as such procedure is not regulated by the articles;
  - (iii) generally, all such matters as are commonly the subject matter of company rules.
- (b) The Charity in general meeting shall have power to alter, add to or repeal the rules or bye-laws, and no rule or bye laws shall be inconsistent with, or shall affect or repeal anything contained in, the memorandum or the articles.

## **SCHEDULE**

### **STATEMENT OF FAITH**

We believe in...

1. The one true God who lives eternally in three persons – the Father, the Son and the Holy Spirit.
2. The love, grace and sovereignty of God in creating, sustaining, ruling, redeeming and judging the world.
3. The divine inspiration and supreme authority of the Old and New Testament Scriptures, which are the written Word of God – fully trustworthy for faith and conduct.
4. The dignity of all people, made male and female in God's image to love, be holy and care for creation, yet corrupted by sin, which incurs divine wrath and judgement.
5. The incarnation of God's eternal Son, the Lord Jesus Christ – born of the virgin Mary, truly divine and truly human, yet without sin.
6. The atoning sacrifice of Christ on the cross: dying in our place, paying the price of sin and defeating evil, so reconciling us with God.
7. The bodily resurrection of Christ, the first fruits of our resurrection; his ascension to the Father and his reign and mediation as the only Saviour of the world.
8. The justification of sinners solely by the grace of God through faith in Christ.
9. The ministry of God the Holy Spirit, who leads us to repentance, unites us with Christ through new birth, empowers our discipleship and enables our witness.
10. The Church, the body of Christ both local and universal, the priesthood of all believers – given life by the Spirit and endowed with the Spirit's gifts to worship God and proclaim the gospel, promoting justice and love.
11. The personal and visible return of Jesus Christ to fulfil the purposes of God, who will raise all people to judgement, bring eternal life to the redeemed and eternal condemnation to the lost, and establish a new heaven and new earth.