

*The Companies Acts*

MEMORANDUM  
AND  
ARTICLES OF ASSOCIATION  
OF

**The Society of the Faith (Incorporated)**

A COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

Incorporated the 7<sup>th</sup> day of June 1926

*The Companies Acts*

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*COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL*

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*MEMORANDUM OF ASSOCIATION*

*OF*

**The Society of the Faith (Incorporated)**

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1. The name of the Company (hereinafter called 'the Society') is *The Society of the Faith (Incorporated)*.

2. The registered office of the Society will be situate in England.

3. The Objects for which the Society is established are –

To act as an Association of Christians in communion with the See of Canterbury for mutual assistance in the work of Christ's Church and for the furtherance of such charitable undertakings as may be from time to time decided upon, more especially for the popularisation of the Catholic Faith.

4. In furtherance of the Objects but not otherwise the Society 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 Society;

(b) To raise funds and to invite and receive contributions: provided that in raising funds the Society shall not undertake any substantial permanent trading activities and shall conform to any relevant statutory regulations;

(c) To acquire, alter, improve and (subject to such consents as may be required by law) to charge or otherwise dispose of property;

(d) Subject to clause 5 below to employ such staff, who shall not be directors of the Society (hereinafter referred to as 'the Court of Fellows'), as are necessary for the proper pursuit of the Objects and to make all reasonable and necessary provision for the payment of pensions and superannuation to staff and their dependants;

(e) To establish or support any charitable trusts, associations or institutions formed for all or any of the Objects and, without prejudice to the generality of the foregoing words, to act as custodian trustee for any other charitable association having similar Objects;

(f) To co-operate with other charities, voluntary bodies, companies and statutory authorities operating in furtherance of the Objects or similar charitable purposes and to exchange information and advice with them;

(g) To do all such other lawful things as are necessary for the achievement of the Objects.

5. The income and property of the Society shall be applied solely towards the promotion of its Objects as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit, to members of the Society and no member of the Court of Fellows shall be appointed to any office of the Society paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Society.

Provided that nothing herein shall prevent any payment in good faith by the Society:

(a) Of reasonable and proper remuneration for any services rendered to the Society by any member, officer or employee of the Society who is not a member of the Court of Fellows;

(b) Of interest on money lent by any member of the Society or Court of Fellows at a reasonable and proper rate per annum not exceeding 2 per cent less than the published base lending rate of a clearing bank to be selected by the Court of Fellows;

(c) Of fees, remuneration or other benefit in money or money's worth to any company of which a member of the Court of Fellows may also be a member holding not more than one hundredth part of the issued capital of that company;

(d) To any member of the Court of Fellows of reasonable out-of-pocket expenses.

6. The liability of the members is limited.

7. Every member of the Society undertakes to contribute such amount as may be required (not exceeding £10) to the Society'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 Society's debts and liabilities contracted before he or she ceases to be a member and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.

8. If the Society 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, 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 Society by clause 5 above, chosen by the members of the Society at or before the time of dissolution and, if that cannot be done, then to some other charitable object, as directed by the Charity Commission.

We, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association.

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Names, Addresses and Description of original Subscribers in 1926

JOHN ALBERT DOUGLAS PH.D.  
Vicar of St Luke's, Camberwell  
11 Commercial Road, London SE.15

ARTHUR JOHN SINCLAIR BURTON L.TH.  
Vicar of St John the Baptist, Moordown, Bournemouth.

FREDERICK HARCOURT HILLERSDON MA. JP.  
Rector of St Mary-le-Strand  
73 Ridgmount Gardens, London WC.1

CHARLES EDWARD DOUGLAS  
Clerk in Holy Orders, St Luke's Vicarage, Peckham  
11 Commercial Road, London SE.15

LEONARD SPILLER MA.  
Vicar of St Philip the Apostle, Dalston  
The Vicarage, Dalston, London E.8.

ROBERT CLAUDE SAMPSON  
Assistant Priest of St Michael and All Angels, Beckenham  
St Michael's Clergy House, Beckenham.

LIONEL EDWARD MICHELSEN  
Priest in Charge, Church of the Epiphany, Stockwell  
56 Tasman Road, Stockwell, London SW.9

Dated this 22<sup>nd</sup> day of April 1926.  
Witness to all the above signatures :  
GERALD GAY (Director)  
59 Upsell Avenue, London N.13.

*The Companies Acts*

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*COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL*

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*ARTICLES OF ASSOCIATION*

*OF*

**The Society of the Faith (Incorporated)**

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GENERAL

1. In these Articles:

‘the Society’ means The Society of the Faith (Incorporated), being the charitable company regulated by these Articles;

‘the Act’ or ‘the Companies Acts’ means the Companies Act 2006 including any statutory modification or re-enactment thereof for the time being in force;

‘the Articles’ means these Articles of Association of the Society;

‘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 Society;

‘office’ means the registered office of the Society;

‘the seal’ means the common seal of the Society;

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

‘the Court of Fellows’ means the directors of the Society, who are also the trustees;

‘the United Kingdom’ means Great Britain and Northern Ireland; and

words importing the masculine gender only shall include the feminine gender.

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

2. The Society is established for the purposes expressed in the Memorandum of Association.

## MEMBERS

3. For the purposes of registration the number of the members of the Society is declared not to exceed 1000, but the Court of Fellows may whenever they think fit register an increase of members.

4. The Court of Fellows may from time to time elect new members of the Society (subject to Article 3 above). Every person so elected shall in order to complete his qualification sign an application for membership in a form which includes the following words:

‘Being in sympathy with the Objects of the Society of the Faith (Incorporated) as set forth in its Memorandum and Articles of Association, and being a communicant of the Church of England or of a Church in communion with it, I desire to become a member of the Society and to have my name entered on the Register of Members.’

5. On the applicant signing the form of application mentioned in Article 4 above and delivering it to the Secretary, the Secretary shall submit the application to the next meeting of the Court of Fellows and, if the applicant is elected by the Court, the Secretary shall thereupon enter his name in the Register of Members.

6. (a) The Court of Fellows may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the Society to refuse the application.

(b) The Court of Fellows must inform the applicant in writing of the reasons for the refusal within 28 days of the decision.

(c) The Court of Fellows must consider any written representations the applicant may make and their decision, which must be notified to the applicant in writing, is final.

7. Members of the Society shall notify the Secretary of any change of address.

8. Any member may withdraw from the Society by giving one month’s notice in writing to the Secretary of his intention to do so and upon the expiration of such notice he shall cease to be a member; but his liability to contribute to the funds of the Society in the event of its being wound up shall continue for one year from the expiry of such notice.

9. All members shall pay an annual subscription, the amount and method of payment of which shall be decided from time to time by the Court of Fellows.

10. (a) If any subscription shall be in arrear for a period of one year or more, the Court of Fellows may, after making due enquiries, remove the member's name from the Register of Members, whereupon he shall cease to be a member.

(b) The Court of Fellows may also, after making due enquiries, remove any member from the Register who has ceased to fulfil the requirements of membership or who, in the opinion of the Court, has brought or is likely to bring the Society into disrepute.

(c) The Court of Fellows shall, before removing any member from the Register of Members under Articles 10(b), invite him to make written or oral representations to a panel of three of its number, appointed by the Court, but not including the Principal and Vice-Principal. In making oral representations, the member may be accompanied by a friend. The panel shall, after due consideration, submit a report to both the Court and the member and the member may also submit to the Court his comments on the report. The Court's decision will then be final.

## OFFICERS

11. The Society shall always have the following officers:

- (a) a Principal
- (b) a Vice-Principal
- (c) a Secretary
- (d) a Treasurer.

The officers shall be elected at the Annual Meeting, shall hold office for terms of three years and shall be eligible for re-election. If any such officer resign or die during a term of office another may be elected at the next meeting of the Court of Fellows to hold office until the next Annual Meeting. Where practicable, the Principal and Vice-Principal should not be elected at the same Annual Meeting. For the avoidance of doubt, the offices of Secretary and Treasurer may be held by the same person.

## GENERAL MEETINGS

12. The Principal and Vice-Principal shall be members of the Court *ex officio*.

13. General Meetings shall normally be held in July in every year at such time and place as may be determined by the Court of Fellows. If in any year this in the opinion of the Court is for any reason inconvenient, the Court shall convene the meeting for another date not being more than fifteen months after the holding of the previous General Meeting. In exceptional circumstances, the period may be extended, provided due notice is given to members, with the reasons for the delay.

14. The above-mentioned General Meetings shall be called Annual Meetings. All other General Meetings shall be called Extraordinary Meetings.

15. The Court of Fellows may call an Extraordinary Meeting whenever they think fit.

16. The Court of Fellows shall call an Extraordinary Meeting whenever a requisition is received from members of the Society pursuant to the provisions of the Act and such meeting shall be held on a date not later than four weeks after receipt of the requisition. If there are not within the United Kingdom sufficient members of the Court to call an Extraordinary Meeting, any member of the Court or of the Society may call an Extraordinary Meeting

17. Annual General Meetings shall be called by at least twenty-one clear days' notice. All other General Meetings shall be called by at least fourteen clear days' notice but a General Meeting may be called by shorter notice if it is so agreed:

(i) in the case of an Annual General Meeting, by all the members entitled to attend and vote; and

(ii) in the case of any other General Meetings by a majority in number of members entitled to attend and vote.

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an Annual General Meeting, shall specify the meeting as such.

The notice shall be given to all the members and to the Court of Fellows and auditors or independent examiners.

18. 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

19. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. For all purposes the quorum shall be ten members personally present or by proxy.

20. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case, it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Chairman shall appoint, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting, the members present shall be a quorum.

21. The Chairman, with the consent of any meeting at which a quorum is present, may adjourn a meeting from time to time, and from place to place, as the meeting shall determine. Whenever 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. No business shall be transacted at any adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.

22. The Principal shall preside as Chairman of all meetings of the Society. If at any meeting he is not present within fifteen minutes after the time appointed for holding



the meeting or shall be unwilling to preside, the Vice-Principal shall preside. If neither the Principal nor the Vice-Principal is present within fifteen minutes after that time or shall both be unwilling to preside, the members present shall choose some member of the Court of Fellows, or if no such member is present, or if all the members of the Court present decline to take the Chair, they shall choose some other member of the Society who is present to preside.

23. 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:

(i) by the Chairman; or

ii) by at least two members having the right to vote in person or by proxy at the meeting; or

(iii) 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.

24. 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.

25. The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the Chairman. The withdrawal of the demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.

26. 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 result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.

27. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman shall be entitled to a casting vote in addition to any other vote he may have.

28. 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 directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent continuance of a 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.

29. 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.

30. A resolution in writing, which may comprise several copies to which one or more members have signified their agreement, agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) 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:

- (i) a copy of the proposed resolution has been sent to every eligible member;
- (ii) a simple majority (or in the case of a special resolution a majority of not less than 75%) of members has signified an agreement to the resolution, and
- (iii) it is contained in an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date.

## VOTES OF MEMBERS AND PROXY VOTING

31. Subject to Article 27, every member shall have one vote.

32. No person other than a member duly registered, and who shall have paid every subscription and other sum (if any) which shall be due and payable to the Society in respect of his membership, shall be entitled to vote in person or by proxy on any question at any General Meeting.

33. (a) Proxies may only be validly appointed by a notice in writing which:

- (i) states the name and address of the member appointing the proxy;
- (ii) identifies the person (who may be the Chairman of the meeting) to be that member's proxy and the general meeting in relation to which that person is appointed;
- (iii) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the Court of Fellows may determine; and
- (iv) is delivered to the Society in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.

(b) The Society may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.

(c) Proxy notices may specify how the proxy is to vote (or for the proxy to abstain from voting) on one or more resolutions.

(d) Unless a proxy notice indicates otherwise, it must be treated as:

- (i) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolution put to the meeting, and
- (ii) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

(e) A member who has issued a proxy notice remains entitled to speak or vote at a general meeting to which the notice relates and he may revoke the proxy notice, provided that he does so in writing and delivers the notice revoking the appointment to the Chairman or Secretary before the start of the meeting.

34. 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.

## COURT OF FELLOWS

35. The Society may elect in the manner laid down in the next subsequent Article not more than twelve members of the Court of Fellows, other than the Principal and Vice-Principal.

36. At every Annual Meeting of the Society one third of the members of the Court of Fellows, other than the Principal and Vice-Principal, shall retire from office but shall be eligible for re-election, and, if willing to serve again, need not be nominated or seconded. Other members of the Society may also offer themselves as candidates for election to the Court. Each such candidate shall be nominated and seconded by members of the Society, and the form of nomination, with the written consent of the person nominated to serve, shall be given or sent to the Secretary at least seven days before the Annual Meeting.

37. The members of the Court to retire by rotation shall be those who have been longest in office since their last appointment. The retirement shall take effect upon the conclusion of the meeting. The normal term of office is three years but, in accordance with Article 36, members of the Court may stand for re-election at the conclusion of each term.

38. The members of the Society present at the Annual Meeting shall vote in person or by proxy by secret ballot to elect a maximum of four members of the Court of Fellows. If, however, no more than four candidates have been duly nominated and seconded (if required), they shall be deemed to have been elected.

39. The Court of Fellows may from time to time and at any time appoint any member of the Society as a member of the Court either to fill a casual vacancy (where the member will serve only the remainder of the term of the replaced member) or by way of addition to the Court, provided that the membership of the Court shall not exceed fourteen including the Principal and Vice-Principal.

40. No person who is not a member of the Society shall in any circumstances be eligible to hold office as a member of the Court of Fellows.

41. As soon as possible after each Annual Meeting, members of the Court of Fellows shall make a written declaration of any interest which might reasonably be foreseen to give rise to a conflict with any interest of the Society and lodge that declaration with the Secretary, who shall keep and maintain a Register of Interests. Members shall also notify the Secretary of any changes which may arise from time to time.

## POWERS OF THE COURT

42. Subject to the provisions of the Act, the Memorandum and Articles and to any directions given by special resolution, the business of the Society shall be managed by the members of the Court of Fellows who may exercise all the powers of the Society. No alteration of the Memorandum or the Articles and no such direction shall invalidate any prior act of the Court 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 Court by the Articles and a meeting of the Court at which a quorum is present may exercise all the powers exercisable by the Court.

43. In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the Articles, the Court of Fellows shall have the following powers, namely:

(i) to expend the funds of the Society in such manner as they shall consider most beneficial for the achievement of the Objects and to invest in the name of the Society 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 Society;

(ii) to enter into contracts on behalf of the Society.

## DISQUALIFICATION AND REMOVAL OF MEMBERS OF THE COURT OF FELLOWS

44. A member of the Court of Fellows shall cease to hold office if he:

(i) ceases to be a member by virtue of any provision in the Act or is disqualified from acting as a charity trustee by virtue of sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision);

(ii) in the written opinion, given to the Society, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a director and trustee and may remain so for more than three months;

(iii) resigns his office by notice to the Society (but only if at least five members of the Court will remain in office when the notice of resignation is to take effect);

(iv) is absent without the permission of the Court from all their meetings held within a period of one year and the Court resolve that his office be vacated;

(v) ceases to be a communicant of the Church of England or of a Church in communion with the See of Canterbury;

(vi) is disqualified in accordance with the provisions of Article 40 or has been removed from the Register of Members under Article 10.

## PROCEEDINGS OF THE COURT

45. Subject to the provisions of the Articles, the Court of Fellows may regulate their proceedings as they think fit. A member of the Court may, and the Secretary at the request of a member of the Court shall, call a meeting of the Court. It shall not be necessary to give notice of a meeting to a member 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 have a second or casting vote.

46. The quorum for the transaction of business of the Court of Fellows may be fixed by the Court. Unless otherwise determined, the quorum shall be five.

47. The Court of Fellows may act notwithstanding any vacancies in their number, but, if the number of the Court is less than the number fixed as the quorum, the continuing member or members may act only for the purpose of filling vacancies or of calling a General Meeting.

48. The Principal shall preside at all meetings of the Court of Fellows. If at any meeting the Principal is not present within five minutes after the time appointed for holding the meeting, the Vice-Principal shall preside. If neither the Principal nor the Vice-Principal is present, the members of the Court present shall choose one of their number to preside.

49. The Court of Fellows may appoint one or more committees consisting of such member or members of the Court as they think fit for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Court would be more conveniently undertaken or carried out by a committee: provided that all acts and proceedings of any such committee shall be fully and promptly reported to the Court.

50. All acts done by a meeting of the Court of Fellows, or of a committee, shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any member of the Court or that any of them was disqualified from holding office, or had vacated office, or was 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 member and had been entitled to vote.

51. A member of the Court of Fellows who has an interest or interests which might reasonably be foreseen to give rise to a conflict with any interest of the Society, whether as a tenant, trustee, licensee, director, beneficiary or in any other capacity, shall abstain from voting or making a decision in any business involving that interest.

52. A resolution in writing, signed by all the members of the Court of Fellows entitled to receive notice of a meeting of the Court or of a committee, shall be as valid and effective as if it had been passed at a meeting of the Court or (as the case may be) a committee duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the members of the Court.

53. Any bank account in which any part of the assets of the Society is deposited shall be operated by the members of the Court of Fellows and shall indicate the name of the Society. Unless the Court from time to time decides otherwise, all cheques and orders for the payment of money from such account shall be signed by either two members of the Court or one member of the Court and one officer of the Society who is so authorised by the Court.

## SECRETARY AND TREASURER

54. The Court of Fellows may remunerate the Secretary and Treasurer appointed in accordance with Article 11 (if not members of the Court) and prescribe such conditions as they think fit.

55. The Court of Fellows may from time to time appoint a temporary substitute for the Secretary or Treasurer, and any person so appointed shall for all the purposes of the Memorandum and Articles be deemed during the term of his appointment to be the Secretary or Treasurer respectively.

## PAYMENT OF EXPENSES AND PROHIBITION OF REMUNERATION

56. Members of the Court of Fellows may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of the Court or committees or General Meetings or otherwise in connection with the discharge of their duties, but shall otherwise be paid no remuneration.

57. Except to the extent permitted by clause 5 of the Memorandum, no member of the Court of Fellows shall take or hold any interest in property belonging to the Society or receive remuneration or be interested otherwise than as a charity trustee in any other contract to which the Society is a party.

## MINUTES

58. The Court of Fellows shall cause proper minutes to be made in books kept for the purpose:

- (i) of all appointments of officers made by the Society or the Court; and
- (ii) of all proceedings at meetings of the Society and of the Court and of committees including the names of the members of the Court present at each such meeting.

Any such minute of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be conclusive evidence without any further proof of the facts therein stated.

## THE SEAL

59. The seal shall be used only by the authority of the Court of Fellows or of a committee authorised by the Court. The Court may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by two members of the Court and by the Secretary or by three members of the Court.

## ACCOUNTS

60. Accounts shall be prepared and accounting records kept in accordance with the provisions of the Companies Acts

61. Once at least in every year the Court shall lay before the Society in General Meeting a copy of the accounts, prepared in accordance with the preceding Article.

## ANNUAL REPORT AND RETURN AND REGISTER OF CHARITIES

62. The Court of Fellows shall comply with their obligations under the Charities Act 2011 (or any statutory re-enactment or modification of that Act) with regard to:

- (i) the preparation of an annual report and the transmission of a copy to the Charity Commission.;

- (ii) the transmission of a copy of the statements of account to the Charity Commission;
- (iii) the preparation of an Annual Return and its transmission to the Charity Commission.

63. The Court of Fellows must notify the Commission promptly of any changes to the Society's entry on the Central Register of Charities,

## NOTICES AND MEANS OF COMMUNICATION

64. (a) Subject to the Articles, anything sent or supplied by or to the Society under the Articles may be sent or supplied in any way in which the Companies Acts provide for documents or information which are authorised or required by any provision of the Acts to be sent or supplied by or to the Society.

(b) Subject to the Articles, any notice or document to be sent or supplied to a member of the Court of Fellows in connection with the taking of decisions by members of the Court may also be sent or supplied by the means by which that member has asked to be sent or supplied with such notices or documents for the time being.

65. Any notice to be given to or by any person pursuant to the Articles must be either in writing or given in electronic form.

66. (a) The Society may give any notice to a member of the Society by any of the following methods:

- (i) personally;
- (ii) by sending it by post in a pre-paid envelope addressed to the member at his or her address;
- (iii) by leaving it at the member's address;
- (iv) by giving it in electronic form to the member's address;
- (v) by placing the notice on a website and providing the person with a notification in writing or in electronic form of the presence of the notice on the website. The notification must state that it concerns a notice of a meeting and must specify the place, date and time of the meeting.

(b) A member who does not register an address with the Society or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Society.

67. A member present in person at any meeting of the Society shall be deemed to have received notice of the meeting and of the purposes for which it was called.

68. (a) Proof that an envelope containing a notice was properly addressed, pre-paid and posted shall be conclusive evidence that the notice was given.

(b) Proof that an electronic form of notice was given shall be conclusive where the Society can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act 2006.

(c) In accordance with section 1147 of the Companies Act 2006, notice shall be deemed to be given either 48 hours after an envelope containing it was posted or, in the case of electronic forms of communication, 48 hours after it was sent.

## INDEMNITY

69. The Society may indemnify a relevant member or members of the Court of Fellows, including a former or former members, against any liability incurred in that capacity, to the extent permitted by sections 232 to 234 of the Companies Act 2006

## RULES

70. The Court of Fellows may from time to time make such other rules or byelaws as they may deem necessary or expedient or convenient for the proper conduct and management of the Society, for the purpose of prescribing classes and conditions of membership, for the terms on which members may resign or have their membership terminated and for the subscriptions and other payments to be made by members. In particular, but without prejudice to the generality of the foregoing, they may also by such rules or byelaws regulate:

- (i) the conduct of members of the Society in relation to one another, and to the Society's officers, employees and volunteers;
- (ii) the setting aside of the whole or any part or parts of the Society's premises at any particular time or times or for any particular purpose or purposes;
- (iii) the procedure at General Meetings and meetings of the Court of Fellows and committees in so far as such procedure is not regulated by the Articles;
- (iv) generally, all such matters as are commonly the subject matter of company rules.

71. The Society in General Meeting shall have power to alter, add to or repeal the rules or byelaws and the Court of Fellows shall adopt such means as they think sufficient to bring to the notice of members of the Society all such rules or byelaws, which shall be binding on all members of the Society. Provided that no rule or byelaw shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or the Articles.

## DISPUTES

72. If a dispute arises between members of the Society about the validity or propriety of anything done by the members of the Society under these Articles, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.



Names, Addresses and Description of original Subscribers in 1926

JOHN ALBERT DOUGLAS PH.D.  
Vicar of St Luke's, Camberwell  
11 Commercial Road, London SE.15

ARTHUR JOHN SINCLAIR BURTON L.TH.  
Vicar of St John the Baptist, Moordown, Bournemouth.

FREDERICK HARCOURT HILLERSDON MA. JP.  
Rector of St Mary-le-Strand  
73 Ridgmount Gardens, London WC.1

CHARLES EDWARD DOUGLAS  
Clerk in Holy Orders, St Luke's Vicarage, Peckham  
11 Commercial Road, London SE.15

LEONARD SPILLER MA.  
Vicar of St Philip the Apostle, Dalston  
The Vicarage, Dalston, London E.8.

ROBERT CLAUDE SAMPSON  
Assistant Priest of St Michael and All Angels, Beckenham  
St Michael's Clergy House, Beckenham.

LIONEL EDWARD MICHELSEN  
Priest in Charge, Church of the Epiphany, Stockwell  
56 Tasman Road, Stockwell, London SW.9

Dated this 22<sup>nd</sup> day of April 1926.  
Witness to all the above signatures :  
GERALD GAY (Director)  
59 Upsell Avenue, London N.13.