

THE COMPANIES ACT 1985

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COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

---

ARTICLES OF ASSOCIATION

- of -

ROSSLYN HILL UNITARIAN CHAPEL

Table C

1. No regulations set out in any Schedule to any of the Statutes shall apply as the regulations or articles of the Company.

Interpretation

2. In these Articles the following expressions shall have the following meanings:

the “**Act**”: the Companies Act 1985 (as amended by the Companies Act 1989);

the “**Administrator**”: the person, if any, designated as such by the Board;

the “**Articles**” or “**Constitution**”: these Articles of Association as from time to time altered by Special Resolution;

the “**Board**” or “**Management Committee**”: The board of Directors of the Company or the Directors present at a meeting of the Directors at which a quorum is present;

“**BFUA**”: The British and Foreign Unitarian Association (Incorporated) or any successor body;

“**Chapel**”: the charitable trust constituted by an indenture dated 25 July 1862 executed by Edmund Kell Blyth (1) and Russell Scott and others (2), as varied by a supplemental deed dated 8 December 1996 executed by David Taggart;

“**Chapel Property**”: all or any property owned by the Company from time to time;

“**clear days**”: in relation to the period of a notice means that 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;

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

“**Directors**”: the directors for the time being of the Company;

**“electronic communication”**: shall have the meaning set out in the Electronic Communications Act 2000;

**“entitled to vote”**: in relation to a general meeting, a person who has paid their current subscription and who has been a Member for a period of not less six months ending on the date of the meeting;

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

**“Honorary Executive Officers”**: shall comprise the Chair, Vice Chair(s), Treasurer and Secretary of the Board, the method of appointment of which is provided for in the Standing Orders;

**“Member”** and **“Membership”**: those persons whose names are entered in the register of members as the members of the Company for the time being and “Member” shall be construed accordingly;

**“office”**: the registered office of the Company;

the **“Seal”**: the common seal of the Company;

**“Secretary of the Board”**: a Director, if any, designated as such by the Board;

**“Special General Meeting”** or **“SGM”**: a meeting of the members called by the Board for the purpose of altering or repealing the Standing Orders of which notice shall be given by an announcement during a service on the two Sundays immediately prior to the date of the meeting save, where for reasons of urgency, this is impracticable;

**“Standing Orders”**: the standing orders of the Company from time to time;

the **“Statutes”**: the Act, the Companies Act 1989 and every other act for the time being in force concerning companies and affecting the Company;

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

**“writing”**: includes any method of reproducing or representing words in a legible and non-transitory form.

In these Articles any reference to any statutory provisions or enactment shall include any statutory modification or re-enactment of such provision.

References to the execution or the signing of an electronic communication include references to its being executed by such means as the Board may from time to time approve (including for the purpose of establishing the authenticity or integrity of the communication). Except insofar as these Articles expressly require a communication to be in writing, any electronic communication purporting to contain a copy of a document need not be in writing provided that it faithfully and intelligibly reproduces all the relevant information given in writing in the document.

References to anything given, sent or received by, or contained in, an electronic communication include references to its being published on a web site and such publication being notified (by electronic communication or otherwise) to the relevant person in such manner that, where relevant, that person would be deemed to have notice of it, and access on that web site to it, for at least the duration of any relevant period of notice or availability prescribed by these Articles or by the Statutes.

Unless the context otherwise requires, words or expressions contained in these Articles bear the same meaning as in the Act.

### Members

3. (A) The Members of the Company shall be the subscriber(s) to the Memorandum and such other persons as are admitted to Membership in accordance with the Articles. No person shall be admitted a Member of the Company unless they are approved by the Board.
- (B) Any person may become a Member of the Company who:
- (i) is in sympathy with its objects;
  - (ii) has signed and delivered to the Company an application form for Membership (and any other documents required by the Board) (in each case in such form as the Board may require);
  - (iii) has paid the current subscription approved by the members;
  - (iv) is 16 years of age or more; and
  - (v) whose application has been accepted by the Board, in accordance with Article 3(A). Any dispute as to the effective date of Membership shall be conclusively determined by the Board.
- (C) Membership is open to all persons regardless of race, colour, sex, disability, affectional or sexual orientation, age (except in the case of applicant of less than 16 years), nationality or religious origin or belief.
- (D) A Member may at any time withdraw from the Company by giving written notice to the Company. In such circumstances, Membership shall terminate when the notice of cessation is recorded in the register of Members, which shall be no later than seven clear days after the Secretary receives the notice.
- (E) Any person shall cease to be a Member upon the passing of a resolution by the Board that the Member cannot be located (provided that a notice has been sent by or on behalf of the Company by recorded delivery post to the Member's address as shown on the register of Members) informing the Member that the Board intends to remove them as a Member if the Member does not respond to such notice within thirty clear days of the date of the notice.
- (F) If any subscription (or part of such subscription) remains outstanding and unpaid for a period of more than one year beyond the due date for payment (the "**expiry date**"), the applicable member will be deemed to have given notice to the Company to withdraw from Membership on the expiry date.

- (G) Any Member may also be removed forthwith by resolution of the Board passed by a majority of, not less than, three-quarters of the members of the Board present and voting at a properly convened meeting of the Board of which not less than fourteen clear days' prior written notice has been given to the Member concerned:
- (i) stating the fact that a resolution to remove him or her as a member is to be proposed;
  - (ii) with an explanation of the reason for the proposal; and
  - (iii) giving him or her an opportunity to be heard at, or to make a written representation to, the meeting.

The Member concerned may, by written notice to the Secretary, appeal against the Board's decision to remove him or her and request the Board to convene an Extraordinary General Meeting of the Company (the "**notice of appeal**"). The Board shall, on receipt of a notice of appeal, forthwith proceed with proper expedition to convene an extraordinary general meeting for a date not later than thirty clear days after receipt of the notice of appeal.

4. The rights of each Member shall be personal to himself or herself and shall not be transferable.

#### Subscriptions

5. (A) Unless otherwise specified in the Standing Orders, the annual subscription (if any) shall be approved by the Members at a general meeting. Such subscriptions shall in each case be exclusive of any applicable value added tax.
- (B) Those required to pay a subscription under Article 5(A) will be registered as members on having their application for membership approved by the Board and having paid their initial subscription. Thereafter, the annual subscription of each member shall fall due on the first day of the year specified by the Board.
- (C) In cases of need, upon application to the Minister, the minimum subscription may be reduced, in which case the Member in question shall still be entitled to enjoy full voting membership.

#### General meetings

6. All general meetings other than Annual General Meetings shall be called Extraordinary General Meetings or in the case of any meeting convened pursuant to Article 8 (C), a Special General Meeting.
7. The Board may call general meetings. If there are insufficient Directors, for the time being, within the United Kingdom, to form a quorum for the discharge of business of the Board, any Director shall be entitled to call a general meeting on his or her own motion. On the requisition of the Members pursuant to the provisions of the Act, the Directors shall forthwith proceed to convene a general meeting for a date not later than eight weeks after receipt of the requisition.

Notice of general meetings

8. (A) An Annual General Meeting and an Extraordinary General Meeting called for the passing of a special resolution shall be called by at least twenty-one clear days' notice. Notice of an Annual General Meeting and an Extraordinary General Meeting called for the passing of a special resolution shall also, save where, for reasons of urgency, this is impracticable, be given by an announcement during a service on the two Sundays immediately prior to the date of the meeting. All other Extraordinary General Meetings shall be called by at least fourteen clear days' notice in writing and, save where, for reasons of urgency, this is impracticable, shall also be given by an announcement during a service on the two Sunday morning services immediately prior to the date of the meeting;
- (B) A general meeting may be called by shorter notice if it is so agreed as follows:-
- (i) in the case of an Annual General Meeting, by all the Members entitled to attend and vote at such meeting;
- (ii) in the case of any other meeting (including a Special General Meeting referred to below), by a majority in number of the Members having a right to attend and vote being a majority together holding not less than ninety-five per cent of the total voting rights at the meeting of all the Members;
- (C) A Special General Meeting shall be called by (i) an announcement made during a service at the two Sunday morning services immediately prior to the date of the Special General Meeting and (ii) by a notice posted at the Chapel on, and from the date of, the Sunday service at which the Special General Meeting was first announced (until the date of the Special General Meeting);
- (D) The notice shall specify the time and place of the meeting and business to be transacted and, in the case of an Annual General Meeting, shall specify the meeting as such. Only such business as has been indicated in the notice may be brought before the meeting; and
- (E) The notice of Annual General Meeting and Extraordinary General Meeting (but not Special General Meeting) shall be given to all the Members and to the Directors and auditors (if any).
9. The accidental omission to give notice of any meeting whether in writing or by announcement during a service to, or the non-receipt of notice of a meeting (or failure to hear an announcement) by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

Proceedings at general meetings

10. (A) No business shall be transacted at any meeting unless a quorum is present. Subject to Articles 10(B) and 61, the quorum for a general meeting shall be twenty per cent of the Members of the Company qualified to vote (as described in Article 23) and, for the purposes of being counted in the quorum (i) each of whom present must have paid his or her current subscription (if any) and (ii) each of whom shall have been a Member for a

period of not less than six months ending on the date of the meeting. Such Members may be present in person or by proxy.

- (B) In the case of an Annual General Meeting or Extraordinary General Meeting at which a resolution to consider the appointment or the removal of a Minister will be proposed, the quorum referred to above shall be forty per cent of the Members of the Company.
  - (C) During the period of six months from the date of adoption of these Articles, in determining whether or not a Member has been a Member for a period of not less six months prior to the applicable meeting, the Board shall take into account any previous period during which the Member shall have paid a subscription to the Chapel, for the purposes of this Article and Articles 15 and 23.
  - (D) In determining the number of Members of the Company at the date of any general meeting, only the names of the Members in the register of Members shall be counted (whether, or not, they are entitled to vote).
11. If, within half an hour from the time appointed for a general meeting, a quorum is not present, the meeting shall stand adjourned to such time, place and day as the Board may determine.
  12. The Chair, if any, of the Board shall preside as Chair of the meeting. If the Chair is not present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Members present and entitled to vote shall elect one of their number to be Chair.
  13. A Member who is not eligible to vote because he or she has not been a Member for six months shall be entitled to attend and speak at any general meeting.
  14. The Chair 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 the adjournment not taken place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Otherwise, it shall not be necessary to give any notice of the adjournment acted at any adjourned meeting.
  15. (A) Subject to Article 15(B), 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 Chair; or
    - (ii) by at least two Members each of whom is entitled to vote at the meeting; or
    - (iii) by a Member or Members representing one-tenth of the total voting rights of all the Members entitled to vote at the meeting.

- (B) A resolution shall be taken by secret ballot, in the following circumstances:
- (i) For the election of members of the Board at the Annual General Meeting; or
  - (ii) Where there is a demand by at least five Members each of whom having the right to vote at the meeting.

and, in case of Article 15(A) or Article 15(B), provided that they have not been appointed as a proxy for more than two Members, a demand by a person as proxy for a Member shall be the same as a demand by the Member.

16. Unless a poll is duly demanded a declaration by the Chair 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, before the poll is taken, be withdrawn but only with the consent of the Chair and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
18. A poll shall be taken as the Chair directs and the Chair 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 was demanded.
19. In the case of an equality of votes, whether on a show of hands or on a poll, the Chair shall be entitled to a casting vote in addition to any other vote the Chair may have.
20. A poll demanded on the election of a Chair or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the Chair directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was 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.
21. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice (both in writing and by an announcement during a service on a Sunday) shall be given specifying the time and place at which the poll is to be taken.
22. (A) A resolution in writing of all the Members who would have been entitled to vote upon the resolution if it had been proposed at a general meeting at which they were present shall be as effectual as if it had been passed at a general meeting duly convened and held if it consists of either:
  - (i) an instrument (including one contained in an electronic communication) in writing signed by or on behalf of each such Member; or

- (ii) several instruments (including any contained in electronic communications) in writing in substantially similar form each signed by or on behalf of one or more of such Members.
- (B) Any such instrument in writing may be accepted notwithstanding that the original is not available at the office provided that a copy of it has been sent (including by electronic communication) by or on behalf of one or more of such Members and deposited or received at the office or received by any Director or by the Secretary.

#### Votes of Members

- 23. Subject to any Standing Orders made pursuant to Article 58, on a show of hands, or on a poll, every Member who has (i) paid his or her current subscription, (ii) has been registered as a Member for a period of not less than six months prior to the date of the meeting and (iii) is present in person, shall have one vote.
- 24. (A) A minimum of two scrutineers shall be appointed by the Board, from time to time, to verify the eligibility of all votes in accordance with the current register of Members and to count the votes.
- (B) 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 Chair whose decision shall be final and conclusive.
- 25. An instrument appointing a proxy (who must be a Member) shall be in writing, executed by or on behalf of the appointor and shall be in such form as the Directors shall approve.
- 26. (A) Subject to Article 26(B), the instrument appointing a proxy (and a copy of any authority under which it is executed) may:
  - (i) 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 Company in relation to the meeting no later than the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
  - (ii) where the poll is not taken forthwith but is taken after it was demanded, be delivered at the meeting at which the poll was demanded to the Chair or to the Secretary, or to any Director or to any scrutineer appointed by the Board;
- (B) an instrument of proxy which (i) appoints, as a proxy, a Member who already has been appointed as a proxy by two other Members or (ii) is not deposited or delivered in a manner so permitted shall be invalid.
- 27. A vote given or poll demanded by proxy shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Company, either (i) at the office or at such other place at which the instrument of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote is given or



the poll demanded or (ii) (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.

28. For the purpose of determining who has validly appointed any proxy, where more than two Members have appointed the same proxy, the determination of the scrutineers shall be conclusive.

#### Number of Directors

29. Unless otherwise determined by ordinary resolution, the number of Directors shall not exceed 15 and the minimum number of Directors shall be one.
30. The composition of the Board may be determined by Standing Orders of the Company from time to time.

#### Appointment of Directors

31. (A) Only Members who have registered as a Member for a period of not less than six months prior to the effective date of appointment as a Director shall be eligible for election to the Board.
- (B) Subject to Article 31(D) the Company may, by ordinary resolution, appoint a person who is willing to be a Director either to fill a casual vacancy or as an additional director at the Annual General Meeting or an Extraordinary General Meeting called for that purpose and shall be subject to retirement as may be determined in accordance with the Standing Orders of the Company from time to time.
- (C) Subject to Article 31(D), the Board may appoint a person who is willing to be a Director, either to fill a vacancy or as an additional Director. A Director so appointed shall hold office only until the next following Annual General Meeting and shall not be taken into account in determining the Directors (if any) who are to retire by rotation at the meeting. If not reappointed at such Annual General Meeting, he or she shall vacate his or her office at the conclusion of the Meeting.
- (D) No appointment of any Director may be made which shall cause the number of Directors to exceed any number fixed by or in accordance with the Articles as the maximum number of Directors.

#### Disqualification and removal of Directors

32. The office of a Director shall be vacated if the Director:
- (a) ceases to be a Director by virtue of the Statutes or he or she becomes prohibited by law from acting as a Director; or
- (b) becomes bankrupt or makes any arrangement or composition with his or her creditors generally; or

- (c) is, or may be, suffering from mental disorder and either -
- (i) he or she is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960; or
  - (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his or her detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his or her property or affairs; or
- (d) he or she resigns the office of Director by notice in writing delivered to the office or tendered at a meeting of the Board; or
- (e) absents himself or herself from meetings of the Board during a continuous period of three consecutive meetings without permission and the Board resolves that his or her office be vacated; or
- (f) has served upon him or her notice removing him or her from office signed by all their co-Directors; or
- (g) ceases to be a Member and the Board resolves that his or her office be vacated.

#### Directors' expenses

33. The Directors may be reimbursed for any travelling, hotel, and other expenses incurred by them in connection with their attendance at meetings of the Board or general meetings of the Company or otherwise in connection with the discharge of their duties.

#### Powers of Directors

34. (A) Subject to the provisions of the Act, the Memorandum and the Articles and to any directions given by extraordinary resolution, the business of the Company shall be managed by the Directors who may (subject to any applicable Standing Orders) exercise all the powers of the Company, including, without in any way limiting their powers, in relation to the administration of the finances and property of the Company and (other than in the case of the Minister) the appointment and, dismissal of employees of the Company. No alteration of the Memorandum or the Articles and no such direction shall invalidate any prior act of the Directors 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 Directors by the Articles and a meeting of the Directors at which a quorum is present may exercise all powers exercisable by the Directors.
- (B) The Board shall have the power to pay all the expenses incurred in the formation of the Company.

Delegation of Directors' powers

35. (A) The Board may from time to time provide for the management and transaction of the affairs of the Company as it thinks fit, including, without prejudice to the generality of the foregoing, provision for the transacting of business by any employee or officer of the Company and the delegation of any of the Board's powers, authorities and discretions to any committee consisting of such persons as the Board thinks fit in accordance with procedures laid down by the Board. Any committee so formed shall, in the exercise of the powers, authorities and discretions so delegated, conform to any rules of procedure which may be imposed on it by the Board.
- (B) The deliberations of any such committee shall be reported regularly to the Board and any resolution passed on decisions taken by any such committee shall be reported to the Board at their next meeting.
36. The Directors may, by power of attorney or otherwise, appoint any person to be the agent of the Company for such purposes and on such conditions as they determine.

Proceedings of the Board

37. (A) Subject to the provisions of these Articles, the Board may regulate its proceedings as it thinks fit. A Director may, and the Secretary at the request of a Director shall, call a meeting of the Board. It shall not be necessary to give notice of a meeting to a Director who is absent from the United Kingdom. A Director may waive a notice of a meeting and such waiver may be prospective or retrospective.
- (B) Questions arising at a meeting and resolutions approved at a meeting shall, in each case, be decided by a majority of votes. In the case of an equality of votes, the Chair shall have a second or casting vote.
38. (A) The quorum for the transaction of business by the Board shall be four Directors, of which one or more shall not be an Honorary Executive Officer.
- (B) The Board may request any employee of the Company to attend a meeting of the Board, but if that employee is present at such request he or she shall not be entitled to vote at such meeting.
- (C) Subject to the provisions of these Articles any Director who ceases to be a Director at a meeting of the Board may continue to be present and to act as a Director at that meeting and be counted in the quorum if no other Director objects and if otherwise a quorum of the Board would not be present.
- (D) If and for so long as there is only one Director, that Director shall, notwithstanding anything to the contrary in these Articles, have authority to exercise all the powers, authorities and discretions vested in the Board or the Directors generally. *[Note to the Chapel – this clause (D) is here only for purposes of the transition to the new structure.]*

39. The continuing Directors or a sole continuing Director may act notwithstanding any vacancies in their number, but, if the number of Directors is less than the number fixed as the quorum, the continuing Directors or Director may act only for the purpose of filling vacancies, considering applications for Membership of the Company or of calling a general meeting.
40. The Directors may appoint one of their number to be the Chair of the Board of Directors and may at any time remove him or her from that office. Unless he or she is unwilling to do so, the Director so appointed shall preside at every meeting of Directors at which he or she is present. But if there is no Director holding that office, or if the Director holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Directors present may appoint one of their number to be Chair of the meeting.
41. All acts done by a meeting of the Board, or of a committee, or by a person acting as a Director shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Director 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 Director and had been entitled to vote.

#### Directors' interests

42. Where proposals are under consideration concerning the appointment of two or more Directors to offices or employments with the Company or any body corporate in which the Company is interested, the proposals may be divided and considered in relation to each Director separately and (provided they are not for another reason precluded from voting) each of the Directors concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except that concerning his or her own appointment.
43. (A) A Director who, to his or her knowledge, is in any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or arrangement with the Company shall declare the nature of the interest at the meeting of the Board at which the question of entering into the contract or arrangement is first taken into consideration, if he or she knows the interest then exists, or in any other case at the first meeting of the Board after he or she knows that he or she is or has become so interested.
- (B) Save as otherwise provided by these Articles, a Director shall not vote (nor be counted in the quorum) on any resolution of the Board in respect of any contract or arrangement or any other proposal in which he or she is, to his or her knowledge, materially interested and, if he or she shall do so, his or her vote shall not be counted but, subject to the provisions of the Act and in the absence of some other material interest, the prohibition shall not apply to:
- (i) any indemnity in respect of obligations either undertaken by a Director for the benefit of the Company or undertaken by him or her in his or her capacity as member of the management committee of the Chapel for the benefit of the Chapel; or

- (ii) any proposal concerning the purchase and/or maintenance of any insurance policy under which the Director may benefit.

For the purposes of this Article, a general notice to the Board by a Director to the effect that (a) he or she is a member of a specified company or other organisation and is to be regarded as interested in any contract or arrangement which may after the date of the notice be made with that company or other organisation or (b) he or she is to be regarded as interested in any contract or arrangement which may after the date of the notice be made with a specified person who is connected with him or her, shall be deemed to be a sufficient declaration or interest under this Article in relation to any such contract or arrangement, provided that no such notice shall be effective unless either it is given at a meeting of the Board or the Director takes reasonable steps to secure that it is brought up and read at the next Board meeting after it is given.

44. (A) For the purposes of Article 43:-
- (i) If any question shall arise at any meeting of the Board as to the materiality of the interest of a Director (other than the Chair of the meeting) or as to the entitlement of any Director (other than such Chair) to vote or to be counted in the quorum and such question is not resolved by the Director voluntarily agreeing to abstain from voting or not to be counted in the quorum, such question shall be referred to the Chair of the meeting and his or her ruling in relation to such other Director shall be final and conclusive, except in a case where the nature or extent of the interest of the Director concerned (as known to such Director) has not been fairly disclosed to the Board.
  - (ii) If any question shall arise in respect of the interest of the Chair of the meeting, such question shall be decided by a resolution of the Board (for which purpose such Chair shall be counted in the quorum but shall not vote) and such resolution shall be final and conclusive, except in a case where the nature or extent of the interest of such Chair (as known to such Chair) has not been fairly disclosed to the Board.
- (B) The Company may by ordinary resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of the Articles prohibiting a Director from voting at a meeting of the Board.

#### Committees

45. Any delegation to committees pursuant to Article 35 may be made subject to any conditions the Board imposes, and may be revoked or altered. Subject to any such conditions, the members of the committee may regulate the proceedings of the committee as they think fit, but in the absence of any such regulations, the proceedings of a committee with two or more members shall be governed by the Articles regulating the proceedings of the Board as far as they are capable of applying. Committees may include (but are not required to include) one or more members of the Board. The quorum for proceedings of a committee shall be fixed by the Board and, unless so fixed at any other number, shall be two. Any committee shall have the power (unless the Board directs otherwise) to co-opt as a member or as members of the committee for any specific purpose any person or persons not being a Director or Directors of the Company.

### Meetings of the Board

46. A resolution in writing signed or approved by letter, facsimile transmission or electronic communication in writing (or by any other means that the Board may approve from time to time) by each Director who was entitled at the relevant time to receive notice of a meeting of the Board or of a committee of the Board shall be as valid and effectual as if it had been passed at a meeting of the Board (or, as the case may be, of that committee) duly convened and held and when signed or approved as set out above may consist of several documents in similar form each signed or approved by one or more of the persons set out above.
47. (A) Any Director or other person may participate in a meeting of the Board or a committee of which they are a member by means of a conference telephone or similar communication equipment whereby all persons participating in the meeting can hear and speak to each other. Resolutions and decisions of the kind normally made or taken at a physical meeting of the Board or a committee in accordance with these Articles can accordingly be so made or taken even if no persons so participating are physically present with each other. Such a meeting shall be deemed to take place where the largest group of those participating is assembled, or, if there is no such group, where the Chair of the meeting is (and shall be deemed to be a meeting even if there is only one person physically present where it is deemed to take place).
- (B) In determining whether the quorum requirements fixed by or in accordance with these Articles are fulfilled, all Directors participating in the meeting in accordance with these Articles shall be counted in the quorum.

### Borrowing powers

48. Subject to complying with Standing Orders, the Board may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking and property, or any part of it, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligations of the Company or of any third party.

### Company Secretary and other Officers

49. (A) Subject to the provisions of the Act, the Secretary shall be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any Secretary so appointed may be removed by the Board. The Secretary may be, but is not required to be, a Director.
- (B) The Board may, from time to time, appoint an employee of the Company as the Administrator, at such remuneration (if any) and upon such conditions as the Board may think fit, and any Administrator so appointed may be removed by the Board. The Administrator may be, but is not required to be, a Member of the Company but may not be a Director.
- (C) The Board may, from time to time, appoint a Director, for such terms and upon such conditions as the Board may think fit, as Secretary of the Board.

Minutes

50. (A) The Board shall cause to be kept at the Chapel and available for inspection by Members at all reasonable times:-
- (i) a list of the Directors, the Secretary and appointments of other officials made by the Board (such names shall also be made accessible on the website of the Company (if any) from time to time);
  - (ii) subject to Article 50(C), minutes of proceedings at meetings of the Company and of the Board, and of committees of the Board, and the names of those present at each such meeting;
  - (iii) a copy of the Indenture of 25 July 1862 executed by Edmund Kell Blythe (1) and Russell Scott and others (2), and all amendments to it;
  - (iv) the Memorandum and these Articles; and
  - (v) all Standing Orders of the Company.
- (B) The Board shall use its reasonable endeavours to procure that all papers and records of the business of the Company (being the property of the Company) are returned by the person having possession of such documents on cessation of his or her office or employment.
- (C) The Board shall not be obliged to cause confidential matters to be available and shall have the right to set out such confidential matters in separate confidential minutes. Any dispute as to whether a document is confidential shall be conclusively determined by the Board.

Executing documents

51. Any instrument signed by one Director and the Secretary (or such other person) or by two Directors and expressed (in whatever form of words) to be executed by the Company shall have the same effect as if executed under seal.

Accounts

52. A Member shall have a right to inspect any accounting records of the Company.

The Minister

53. The procedure for appointing a new Minister (or an interim or temporary Minister) or removing a Minister (or an interim or temporary Minister) will be set out in the Standing Orders of the Company from time to time.

54. Notices

Any notice, document or other communication (including copies of accounts or summary financial statements) to be given to or by any person pursuant to these Articles (other than a notice calling a meeting of the Board) shall be in writing except that, if it is given using electronic communications, it need not be in writing unless these Articles specifically require it to be.

55. (A) The Company 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 or her registered address or by leaving it at that address or by giving it using electronic communications in accordance with this Article. A Member whose registered address is not within the United Kingdom and who notifies the Company of an address within the United Kingdom at which notices, documents or other communications may be served on or delivered to him or her shall be entitled to have notices or other communications served on or delivered to him or her at that address (in the manner referred to above), but otherwise no such Member shall be entitled to receive any notice, document or other communications from the Company. Such address may, at the Board's discretion, be an address for the purposes of electronic communications but the Board may at any time without prior notice (and whether or not the Company has previously sent electronic communications to that address) refuse to send electronic communications to that address.
- (B) Any notice, document or other communication sent by electronic communication shall be sent to an address for the time being notified (by the person wishing to receive the electronic communication) for that purpose to the person sending the communication. Except insofar as the Statutes require otherwise, for electronic communications given by the Company to any Member (but not vice versa), the Company may only treat an address notified for the purpose of any electronic communication as that Member's address for all electronic communications, whatever the content, if the Member has previously notified the Company by electronic communication that he or she wishes any notice, document or other communication to be sent by electronic communication to that address, until the Member notifies the Company otherwise.
56. Any notice, document or other communication:
- (A) if sent by the Company by post or other delivery service, shall be deemed to have been served or delivered on the day following that on which it was put in the post or given to the delivery agent, and, in proving service or delivery, it shall be sufficient to prove that the notice, document or communication was properly addressed, prepaid and put in the post or duly given to the delivery agent;
- (B) if sent by the Company by way of an electronic communication, shall be deemed to have been served or delivered at the expiration of 48 hours after the time it was sent, and proof that the notice or communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that it was served or delivered; or
- (C) if not sent by post or other delivery service but served or delivered personally or left by the Company at the address for that Member on the register, shall be deemed to have been served or delivered on the day and at the time it was so left.



Indemnity

57. Subject to the provisions of the Statutes, the Charities Act 1993 and the Memorandum of Association, the Company may:
- (A) purchase and maintain for any Director, Secretary, other officer and auditor, insurance against any liability;
  - (B) indemnify every Director, Secretary, other officer and auditor against any liability incurred by him or her in that capacity in defending any proceedings whether civil or criminal in which judgement is given in favour of the Director, Secretary, other officer or auditor or in connection with any application in which relief is granted to him or her by the Court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.

Standing Orders

58. (A) Subject to Article 58(C), the Board may, from time to time, propose for approval by the Members, at a Special General Meeting convened for that purpose, such Standing Orders as it may deem necessary or convenient for the proper conduct and management of the Company and for the purpose of prescribing classes of and conditions of membership of the Company, and in particular, but without prejudice to the generality of the above, it may by such Standing Orders regulate:
- (i) the admission and classification of membership of the Company and the rights and privileges of such Members, and the conditions of Membership and the terms on which Members may resign or have their Membership terminated;
  - (ii) the conduct of Members in relation to one another, and to the Company's employees;
  - (iii) the procedure for proposing the Minister to the Members for approval;
  - (iv) the setting aside of or disposal of the whole or any part or parts of the Company's premises at any particular time or times or for any particular purpose or purposes;
  - (v) the procedure at general meetings and meetings of the Board and committees in so far as such procedure is not regulated by these Articles;
  - (vi) the composition of the Board; and
  - (vii) generally all such matters as are commonly the subject matter of such Standing Orders.
- (B) The Company in Special General Meeting shall have power by a majority of those present and voting (or by such other majority as may be specified in the Standing Orders) to approve, alter or repeal all, or any of, the Standing Orders, and the Board shall adopt such means as it deems sufficient to bring to the notice of the Members of the Company all such

Standing Orders (or amendments to Standing Orders), which, so long as they shall be in force, shall be binding on all Members of the Company; provided that no Standing Order shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or the Articles.

- (C) The Board, on the requisition of Members representing not less than 20 per cent of the total voting rights of all the Members having, at the date of the requisition, a right to vote at the meeting to which the requisition relates, shall:
- (i) proceed with proper expedition to convene a Special General Meeting for a date not later than 28 days after the date of the requisition; and
  - (ii) by such means as it deems sufficient, bring to the notice of the Members, at the same time as it convenes the Special General Meeting, any standing order (or alteration to or repeal of any standing order) required by the requisition referred to in Article 58(C)(i), and which is to be considered by the Members of the Company at a Special General Meeting.

#### Amendments

59. (A) Subject to Article 59(B), an Annual General Meeting or an Extraordinary General Meeting. may be called for the passing of a special resolution to amend the Memorandum of Association or these Articles (an **“Amendment General Meeting”**).
- (B) The Board may not convene an Amendment General Meeting unless the Company has passed a resolution, at a prior Special General Meeting of the Company, authorising the Board to convene the Amendment General Meeting.

#### Dissolution

60. (A) Clause 6 of the Memorandum of Association relating to the winding up and dissolution of the Company shall have effect as if the provisions thereof were repeated in these Articles.
- (B) The Company may be dissolved by special resolution proposed at a general meeting which has been convened for the purpose of passing such resolution and of which not less than 28 clear days' written notice shall have been given to each Member eligible to vote, which notice shall specify such proposed resolution.
- (C) If services have not been held at the Chapel Property for a period of two successive years, the Board shall, as soon as is reasonably practicable, convene a general meeting in accordance with Article 60(B).

Procedure if a single member companySingle Member

- 61 (A) If the membership of the Company falls to one Member or, having been one Member, increases to more than one Member, an appropriate statement of such event shall together with the date of that event be entered in the register of members in accordance with section 352 A of the Act.
- (B) If and for so long as the Company has only one Member and that Member takes any decision which is required to be taken in general meeting or by means of a written resolution, that decision, notwithstanding the fact that the single member may not comply with the requirements of Article 10(A) (i) and (ii), shall be as valid and effectual as if agreed by the Company in general meeting save that this Article shall not apply to resolutions passed pursuant to sections 303 and 391 of the Act. Any decision taken by a Member pursuant to this article shall be recorded in writing and delivered (including by electronic communication) by that Member to the Company for entry in the Company's minute book.
- (C) If and for so long as the Company has only one Member and that Member is a Director, the Company shall, except as to contracts in the ordinary course of the Company's business, comply with the obligation in section 322 B of the Act to ensure that any contract between the Company and that Member is in writing or set out in a memorandum in writing or is recorded in the minutes of the first meeting of the Directors following the making of that contract.
- (D) For the avoidance of doubt a sole member shall have the power to adopt Standing Orders.

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Name(s) and Address(es) of Subscriber(s)

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William Joseph Hopper

9A Flask Walk, London NW3 1HJ

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Witness to the signature(s) of the subscriber(s)

Name:

Address:

Occupation:

Dated

2006