

THE COMPANIES ACTS 1985 - 1989 COMPANY LIMITED BY
GUARANTEE AND HAVING NO SHARE CAPITAL

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

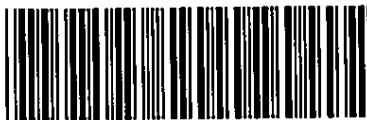
Of

ST PAUL'S ENTERPRISES LIMITED

Incorporated the 27th day of August 1991

Company Number 2640933

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COMPANIES HOUSE

THE COMPANIES ACTS 1985-1989

COMPANY LIMITED BY
GUARANTEE

MEMORANDUM OF ASSOCIATION

Of

ST PAUL'S ENTERPRISES LIMITED

- 1 The name of the Company is St Paul's Enterprises Limited (the Company)
- 2 The Company's registered office is to be situate in England and Wales
- 3 The objects for which the Company is established are as follows:
 - (a) (i) To further and support the work and ministry of the Church in all its aspects both financially and otherwise and in any such manner as the Board of Directors (the Directors) may deem appropriate, with particular emphasis on Christian vision, evangelistic work and social outreach, with a view to reinforcing the Church's work through its activities and constituency,
 - (ii) To acquire in whole or in part by purchase, lease, exchange hire or otherwise, the property known as the ground floor, mezzanine floor and first floor of St Paul's Church Walsall West Midlands, together with the vestry and part of The Old Vicarage, together with all external areas belonging thereto (the Property), and to create, sell and deal in leasehold ground rents, to sell, lease, let on licence, mortgage or otherwise dispose of the Property of the Company, to undertake or direct the management of the Property of any tenure or kind of any persons whether members of the Company or not, in the capacity of stewards or receivers or otherwise, to develop and turn to account the Property and any additional property acquired by the Company or in which the Company is interested and in particular by laying out and preparing the same for building purposes, constructing, altering, pulling down, decorating, furnishing, fitting up and improving, maintaining and entering into contracts and arrangements of all kinds with builders, tenants and others,
 - (iii) To carry on business in the Property as managers and proprietors of restaurants, tearooms, cafes, snack bars and other similar facilities,
 - (iv) To carry on business in the Property as booksellers, newsagents, publishers, wholesale and retail stationers, buying, selling, importing, exporting, distributing and promoting books, magazines, journals, newspapers, greeting cards, postcards, posters and paper and cardboard items generally and souvenirs of all description,
 - (v) To carry on business as managers, proprietors and operators of stalls located in the Property for retailers and traders in fruit, vegetables, clothes, household items, jewellery, pottery, bric-a-brac, handmade garments and items, crafted goods, homemade produce, refreshments, fabrics and consumable and non-consumable articles and artefacts of all kinds,

- (vi) To provide facilities for a day nursery for infants and children of pre-school age and in connection therewith to hire staff, equipment or other things required or desired for such purposes and to obtain any necessary licences registrations or approvals from Government departments or other official bodies,
 - (vii) To provide a visitors' centre, exhibiting archives and items of public interest both directly and indirectly connected with the Church, informing people of the work of the Church in all its aspects, receiving visitors, providing reception, recreation and counselling services, lectures, audio visual presentation, guided tours, workshops and seminars both directly and indirectly involved with the Church and in connection therewith to hire staff, equipment and all other things required or desirable for such purpose,
 - (viii) To provide areas within the Property for artistic performances, including recitals, concerts, plays, mimes and all areas of the performing arts and in connection therewith to hire staff, equipment and all others things required or desired for such purpose,
 - (ix) To organise and arrange training and educational courses seminars and conferences at the Property as may be necessary or advisable for persons working for the Company, associated with the Company or for those involved in compatible work and if appropriate to appoint teachers lecturers demonstrators and arrange training lectures and demonstrations,
- (b) To carry on any other trade or business which can, in the opinion of the Directors, be advantageously carried on in connection with or ancillary to these objects or any of them
 - (c) To acquire by purchase, lease, exchange, hire or otherwise, or to hold for any estate or interest, any land, buildings, easements, rights, privileges, concessions, licences, secret processes, machinery, plant stock-in-trade and any real or personal property of any kind necessary or convenient for the purpose of or in connection with the Company's business
 - (d) To erect, alter, construct or maintain any buildings, plant and machinery necessary or convenient for the Company's business, subject to obtaining all and any necessary prior consents and to contribute to or subsidise the erection, construction and maintenance of any of the above
 - (e) To sell, let or mortgage, dispose of or turn to account all or any of the property assets or undertaking of the Company
 - (f) To purchase or otherwise acquire plant and machinery including computer hardware and software, furniture, fixtures, fittings and all other effects of every description
 - (g) To acquire by subscription or otherwise and hold, sell, deal with or dispose of any shares, stock, debentures, debenture stock, or other securities of any kind whatsoever, guaranteed by any company constituted or carrying on business in any part of the world and debentures, debenture stock and other securities of any kind guaranteed by any Government or Authority, Municipal, Local or otherwise, whether at home or abroad, and to subscribe for the same either conditionally or otherwise and to guarantee the subscription thereof and to exercise and enforce all rights and powers conferred by the ownership thereof

- (h) To receive money on deposit either without security or secured by debentures, debenture stock (perpetual or terminable), mortgage or other security charged on the undertaking or on all or any of the assets of the Company and generally to act as bankers
- (i) To borrow and raise money in any manner and to secure with or without consideration the repayment of any money borrowed, raised, or owing by mortgage, charge debenture, debenture stock, bond, standard security, lien or any other security of whatsoever nature upon the whole or any part of the Company's property or assets (whether present or future) and also by a similar mortgage, charge, debenture, debenture stock, bond, standard security, indemnity, lien or security of whatsoever nature to secure and guarantee the performance by the Company or any other company or person, including (but without prejudice to the generality of the foregoing) the holding company of the Company or any company which is a subsidiary of such holding company within each case the meaning of Section 144 of the Companies Act 1989, of any obligation or liability it or such person or company may undertake or which may become binding upon it or such person or company, and to secure any securities of the Company by trust deed or other assurance and to enter into partnership or any joint venture arrangement with any person, persons, firm or company
- (j) To lend money with or without security, and to invest money of the Company upon such terms as the Company may approve, and to guarantee the dividends, interest and capital of the shares, stocks or securities of any company of or in which the Company is a member or is otherwise interested, and generally as the Directors think fit
- (k) To apply for, purchase or otherwise acquire and hold or use any patents, trademarks, licences, concessions, copyrights and the like, conferring any right to use or publish any secret or other information and to use, exercise, develop or grant licences in respect of the property, rights or information so acquired
- (l) To take part in the formation, management, supervision and control of the business or operation of any company or undertaking and for that purpose to appoint and remunerate any directors, accountants, consultants, experts or agents
- (m) To employ experts, consultants and valuers to investigate and examine the condition, prospects, value, character and circumstances of any business concerns and undertakings and generally of any assets, property or rights
- (n) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition or taking over of all or any of the assets or liabilities of the Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or the interests of the Company and to acquire, hold or dispose of shares, stocks or securities issued by or any other obligations of any such other company
- (o) To draw, accept, issue, make, endorse and negotiate promissory notes, bills of exchange and other negotiable instruments
- (p) To invest and deal with the monies of the Company not immediately required for the purposes of the business of the Company in or upon such investments and in such manner as the Company may approve

- (q) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company either in cash, by instalments or otherwise, or in fully or partly paid-up shares or stock of any company or corporation, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgages or other securities of any company or corporation or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired
- (r) To enter in arrangements for joint working in business or amalgamate with or enter into any partnership or arrangement for sharing profits, union of interests, reciprocal concession or cooperation with any company, firm or person carrying on or proposing to carry on any business within the objects of the Company or which is capable of being carried on so as directly or indirectly to benefit the Company
- (s) To purchase or otherwise acquire, take over and undertake all or any part of the business, property, liabilities and transactions of any person or company carrying on any business, the carrying on of which is calculated to benefit the Company or to advance its interests, or possessed of property suitable for the purposes of the Company
- (t) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit
- (u) To provide for the welfare of persons employed or formerly employed by the Company and to grant pensions, allowances, gratuities and bonuses to officers or ex-officers, employees or ex-employees of the Company or its predecessors in business or of any associated company of the Company or its predecessors in business or the dependants of such persons and to establish and maintain or concur in establishing and maintaining trusts, funds or schemes (whether contributory or non-contributory), with a view to providing pensions or other funds for any such persons as aforesaid or their dependants
- (v) To subscribe to or otherwise aid the establishment and support of any schools and any educational, scientific, literary, religious or charitable institutions or trade societies, whether such institutions or societies be solely connected with the business carried on by the Company or its predecessors in business or not, and to institute and maintain any club or other establishment
- (w) To do all or any of the things hereinbefore authorised, either alone or in conjunction with others, or as factors, trustees or agents for others, or by or through factors, trustees or agents
- (x) To do all such other things as are incidental to or which the Company may think conducive to the above objects or any of them

The objects set forth in any sub-clause of this clause shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except when the context expressly so requires, be in any way limited to or restricted by reference to or inference from any other object or objects set forth in such sub-

clause or from the terms of any other sub-clause or by the name of the Company. None of such sub-clauses or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause, but the Company shall have full power to exercise all or any of the powers and to achieve or to endeavour to achieve all or any of the objects conferred by and provided in any one or more of the said subclauses.

- 4 The income and property of the Company shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association and no proportion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever by way of profit to members of the Company. The Directors may solely at their discretion apply surplus income or profit to the Parochial Church Council of St Paul's Church Walsall (the PCC) by way of a deed of covenant, gift aid or other method permitted under tax legislation extant at the time of application, but at all times insuring that the Company has sufficient funds to promote and further its objects.
- 5 The liability of the members is limited.
- 6 Every member of the Company undertakes to contribute to the assets of the Company in the event of the same being wound up while he is a member or within one year after he ceases to be a member, for payment of the debts and liabilities of the Company contracted before he ceased 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, such amount as may be required but not exceeding one pound.
- 7 If upon the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid or distributed among the members of the Company but shall be given or transferred to some other charitable body or bodies having objects similar to the objects of the Company and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company under or by virtue of clause 4 hereof, such body or bodies to be determined by the members of the Company at or before the time of dissolution and if so far as effect cannot be given to such provision then to some other body with charitable objects.

We, the subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum

Names, Addresses and Descriptions of Subscribers

John Stephen Davis
of 57 Mellish Road
Walsall
WS4 2DG

Clerk in Holy Orders
Vicar of St Paul's Church

Stephen Paul Cockbill
of 171 Walhouse Road
Walsall
WS1 2BE

Project Manager

Peter Gwyn Griffiths
of 18 St Marks Road
Brownhills
Walsall
WS8 7AQ

Head Teacher

DATED the 19th day of August 1991

WITNESS to the above signatures -

Sally Elizabeth Woodhouse
Manby & Steward
Blount House
Hall Court
Hall Park Way
Telford
Shropshire

THE COMPANIES ACT 1985 –
1989

COMPANY LIMITED BY
GUARANTEE

ARTICLES OF ASSOCIATION

of

ST. PAUL'S ENTERPRISES LIMITED

PRELIMINARY

- 1 In these presents the words standing in the first column of the Table next hereinafter contained should bear the meaning set opposite to them respectively in the second column thereof if not inconsistent with the subject or context

<u>Words</u>	<u>Meanings</u>
The Act	The Companies Acts 1985 and 1989 as amended
These presents	These Articles of Association, and the regulations of the Company from time to time in force
The Company	The above named Company
The Board	The Directors of the Company whose names are registered at Companies House from time to time
Church Members	Members of the Board and members of the Company who are also members of the electoral roll of St Paul's Church, Walsall
The Office	The Registered Office of the Company
The Seal	The Common Seal of the Company
The United Kingdom	Great Britain and Northern Ireland
Month	Calendar month
In writing	Written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form
The Church	The body of all Christian peoples
St Paul's	St. Paul's Church, Walsall

The PCC	The Parochial Church Council of St Paul's Church, Walsall
The Property	The ground floor, mezzanine floor and first floor of St Paul's Church, Walsall, West Midlands, together with the vestry and part of The Old Vicarage together with all external areas belonging thereto

And words importing the singular number only shall include the plural number and vice versa

Words importing the masculine gender only shall include the feminine gender and words importing persons shall include corporations

Subject as aforesaid, any words or expressions defined in the Act or any statutory modifications thereof in force at the date on which these presents become binding on the Company shall, if not inconsistent with the subject or context, bear the same meanings in these presents

OBJECTS

- 2 The Company is established for the objects expressed in the Memorandum of Association

MEMBERS

- 3 (a) The minimum number of members with which the Company proposes to be registered is 6 (six) but the Board may from time to time register an increase of members. There should be no maximum number of members
- (b) (i) The subscribers to the Memorandum of Association and such other persons as the Board shall admit to membership shall be members of the Company. Membership of the Company shall be open to members of the electoral roll, local parishioners, local churches, local organisations, corporate bodies and organisations of all types including local industrialists who either live or work within the administrative area of Walsall Borough Council and have a particular interest in furthering the objects of the Company and a willingness to invest in same, on making application in writing which is accepted by the Board (The expression corporate bodies shall be deemed to include bodies corporate county local or other public authorities and unincorporated associations) The Board shall not unreasonably reject any application for admission to membership
- (ii) In addition, the Vicar, the Churchwardens and all members of the PCC of St Paul's and the Bishop of Lichfield shall be members of the Company by virtue of such office. If any of the aforementioned ex-officio members cease to be a member a new member or members may be appointed by the Board by virtue of his office
- (c) The provisions of Section 352 of the Act shall be observed by the Company and every member of the Company shall either sign a written consent to become a member or sign the register of members on becoming a member.
- (d) The rights and privileges of membership shall be personal and incapable of transfer. A person shall cease to be a member if he gives a letter of resignation to the Board or if his membership is terminated under Article 4

- 4 (a) If any member shall fail in the observance of these Articles or of any regulations of the Board made under powers vested in the Board or for other sufficient reason, the Directors may convene an Extraordinary General Meeting of the Company for the purpose of considering an Extraordinary Resolution of the Company for the expulsion of such member and on such an Extraordinary Resolution being passed the name of such member shall be removed from the register of members and he shall thereupon cease to be a member.
- (b) A review of the Company membership shall be made at the Annual General Meeting, at which those members who are generally thought to have terminated their association with the Company (e.g. having left the area) shall be removed from the register of members

GENERAL MEETING

- 5 The Company shall hold a General Meeting of members in every calendar year as its Annual General Meeting at such time and place as may be determined by the Board and shall specify the meeting as such in the notices calling it. Every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting and that so long as the Company holds its first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year.
- 6 All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.
- 7 The Board may, whenever it thinks fit, convene an Extraordinary General Meeting and Extraordinary General Meetings may also be convened on such requisition or in default may be convened by such requisitionists, as provided by Section 368 of the Act.
- 8 Twenty-one days' notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution and at least fourteen days' notice in writing of every other General Meeting (exclusive in every case both of the day on which the notice is served or deemed to be served and of the day for which it is given) specifying the place, the day and the hour of the meeting and in the case of special business the general nature of that business shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under these presents or under the Act entitled to receive such notices from the Company but with the consent of all the members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Act in the case of meetings other than Annual General Meetings, a meeting may be convened on such notice as those members think fit.
- 9 The accidental omission to give notice of a meeting to, or the nonreceipt of such notice by, any persons entitled to receive notice thereof, shall not invalidate any resolution passed, or proceeding at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

- 10 All business transacted at an Extraordinary General Meeting and at an Annual General Meeting shall be deemed special with the exception of the consideration of the income and expenditure account and balance sheet and the reports of the Directors and the

Auditors and the election of members of the Board in place of those retiring and the appointment and fixing of the remuneration of the Auditors

- 11 No business shall be transacted at any General Meeting unless a quorum is present Save as herein otherwise provided, 3 members or one fifth of the members entitled to vote (whichever shall be the greater number) shall be a quorum
- 12 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 Board may determine 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
- 13 The Chairman (if any) of the Board shall preside as chairman at every General Meeting but, if there be no such chairman, or if at any meeting he shall not be present within 15 minutes after the time appointed for holding same, or shall be unwilling to preside, the members present shall choose a member of the Board who is also a member of St Paul's or, if no such Board member be present, or if all such members of the Board present decline to take the chair, then the members shall choose from amongst those present a member of the Company who is also a member of St Paul's to preside
14. The chairman may, with the consent of any meeting at which a quorum is present, 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 Save as aforesaid, the members shall not be entitled to any notice of an adjournment or of the business to be transacted at an adjourned meeting
- 15 At any General Meeting, a resolution put to the vote of the meeting shall be decided on a show of hands taking into account Articles 20 to 23 inclusive herein, unless a poll is demanded by the chairman or by at least three members present and, unless a poll be so demanded, a declaration by the chairman of the meeting that a resolution has been carried, or carried unanimously or by a particular majority or lost or not carried by a particular majority, as a result of a show of hands, and an entry to that effect in the minute book of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against that resolution The demand for a poll may be withdrawn before the poll is taken but only with the consent of the chairman 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
- 16 Subject to the provision of Article 18, if a poll be demanded in manner aforesaid it shall be taken at such time and place and in such manner as the chairman of the meeting shall direct and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded
- 17 No poll shall be demanded on the election of a chairman of a meeting or on any question of adjournment
- 18 In the case of equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall be entitled to a second or casting vote.

- 19 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 a poll has been demanded

VOTES OF MEMBERS

- 20 On a show of hands, every member present in person shall have one vote, subject to the following provisions relating to Specified Resolutions as defined in clause 22
- 21 On a poll, every member present in person or by proxy shall have one vote, subject to the following provisions relating to Specified Resolutions as defined in clause 22
- 22 In this Article, the phrase "Specified Resolution" shall be defined as (a) a resolution to amend the Memorandum & Articles of Association, or (b) a resolution to transfer any or all of the assets of the Company
- 23 In the event of a Specified Resolution being tabled or put before a General Meeting, the number of votes capable of exercise and actually exercised by Church members shall be treated as at least as equal in number to the votes capable of exercise and actually exercised by all other members of the Company in aggregate
- 24 Save where expressly provided, no member other than a member duly registered having paid subscription and other sum which is due and payable to the Company in respect of his membership shall be entitled to vote on any question either personally or by proxy or as a proxy for another member
- 25 Votes may be given on a poll either personally or by proxy On a show of hands a member present only by proxy shall have no vote
- 26 The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or notarially certified or office copy thereof shall be deposited at the office not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of 12 months from the date of its execution
- 27 A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the office before the commencement of the meeting or adjourned meeting at which the proxy is used
- 28 Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit -

"I,
of
a member of
hereby appoint
of
and failing him,
of

to vote for me on my behalf at the (Annual or Extraordinary, or Adjourned, as the case may be) General Meeting of the Company to be held on the day of and at every adjournment thereof

As witness my Hand this day of 20 "

The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll

THE BOARD OF DIRECTORS

- 29 (i) Until otherwise determined by members in General Meeting, the number of members of the Board of Directors shall be not less than 6 (six) nor more than 9 (nine)
- (ii) The Board of Directors shall consist of
- (a) one member of the PCC
 - (b) the incumbent of St Paul's
 - (c) nominees of the electoral roll membership of St Paul's , of which there shall be not less than 2 (two) nor more than 3 (three)
 - (d) elected members of which there shall be not less than 2 (two) nor more than 4 (four)
- 30 Until the first Annual General Meeting after the incorporation of the Company the Board of Directors shall be those persons whose names are set out in Schedule 1 hereof
- 31 At the first Annual General Meeting after the incorporation of the Company, the Directors shall retire from office and shall be appointed in accordance with Article 29
- 32 At each subsequent Annual General Meeting
- (i) (a) one-third of the elected members of the Board for the time being, or if their number is not a multiple of three then the number nearest to one-third, shall retire from office but shall be eligible for re-election
 - (b) the Directors retiring in accordance with the above subclause shall be those who have been longest in office since their last election or appointment. As between members of equal seniority the Directors to retire shall be, in the absence of agreement, selected from among them by lot. The length of time a Director has been in office shall be computed from his last election or appointment
 - (ii) (a) Directors appointed in accordance with Articles 29(ii)(a) and 29(ii)(c) shall be eligible for re-appointment to serve until the end of the next Annual General Meeting
 - (b) In the event of a Director appointed in accordance with the provisions of Article 29(ii)(a) and 29(ii)(c) resigning from office or being unable to act for the PCC or members of the electoral roll (the Appointor) as appropriate the Appointor shall be entitled to

appoint a replacement Director to serve until the next following Annual General Meeting

- (c) In addition to having the power to appoint a Director the Appointor may at any time remove a Director it has appointed
 - (d) The right to appoint and remove a Director conferred above should be exercised by instrument in writing and sent to the Secretary of the Company
- 33 Taking full account for all views expressed at the Annual General Meeting the Company may at the Annual General Meeting and also at any other General Meeting fill up any vacant places on the Board by electing any person thereto including any member or members retiring under Article 32 In default a retiring member shall, if offering himself for re-election, be deemed to have been re-elected unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such member shall have been put to the meeting and lost
- 34 The Company may from time to time in General Meetings increase or reduce the number of Directors and determine in what rotation such increased or reduced number shall go out of office and may make any appointment or appointments necessary for effecting such increase
- 35 The Directors may at any time appoint any person as a member of the Board, either to fill a casual vacancy or by way of addition to the Board, providing that the prescribed maximum be not thereby exceeded Any Director so appointed shall retain his office only until the next Annual General Meeting and he shall then be eligible for election or re-election but shall not be taken into account in determining the Directors who are to retire by rotation at such Meeting
- 36 Any person being elected a member of the Board who is not a member of the Company shall be admitted to membership of the Company provided that formal application for membership is made within 14 days of the date of the election, failing which the election to the Board is void
- 37 The Directors may invite any relevant persons to attend any of their meetings without power to vote
- 38 In addition and without prejudice to the provision of Section 303 of the Act, the Company may by Extraordinary Resolution remove any member of the Board before the expiration of his period of office and may by an Extraordinary Resolution appoint another member in his stead, but any person so appointed shall retain his office so long only as the member in whose place he is appointed would have held the same if he had not been removed

POWERS OF THE BOARD OF DIRECTORS

- 39 The business of the Company shall be managed by the Board who may pay all such expenses of, and preliminary and incidental to, the promotion formation establishment and registration of the Company as they think fit and may exercise all such powers of the Company and do on behalf of the Company all such acts as may be exercised and done by the Company and as are not by statute or by these presents required to be exercised or done by the Company in General Meeting, subject nevertheless to any regulations of these presents, to the provisions of the statutes for the time being in force and affecting the Company and to such regulations, being not inconsistent with the aforesaid regulations or provisions as may be prescribed by the Company in General

Meeting, but no regulation made by the Company in General Meeting shall invalidate any prior act of the Board which would have been valid if such regulation had not been made

- 40 The Directors for the time being may act notwithstanding any vacancy on the Board, provided always that in case the members of the Board shall at any time be reduced in number to less than the minimum number prescribed by or in accordance with these presents it shall be lawful for them to act as a Board for the purpose of admitting persons to membership of the Board filling up vacancies in their body or of summoning a General Meeting but not for any other purpose

DISQUALIFICATION OF MEMBERS OF THE BOARD

- 41 The office of a member of the Board shall be vacated
- (a) If a receiving order is made against him or he makes any arrangement or composition with his creditors
 - (b) If he becomes of unsound mind
 - (c) If he ceases to be a member of the Company
 - (d) If by notice in writing to the Company he resigns from office
 - (e) If he is removed from office by a resolution duly passed pursuant to Section 303 of the Act
 - (f) If he does not attend at least two meetings to which he is summoned in any calendar year without reason acceptable to the Board
 - (g) If he ceases to hold office by reason of any order made under the Company Directors Disqualification Act 1986

PROCEEDINGS OF THE BOARD

- 42 There shall be at least four Board meetings in each year and the Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings in other respects as they think fit and determine the quorum necessary for the transaction of business Unless so fixed, 4 (four) Board members or one-half of the Board members for the time being (whichever shall be the greater number) shall be a quorum Questions arising at any meeting shall be decided by a majority of votes In case of an equality of votes, the Chairman of the Board (the Chairman) shall have a second or casting vote
- 43 On the request of three members of the Board, the Secretary shall summon a meeting of the Board by giving not less than seven days notice in writing served upon other members of the Board at their registered addresses in the United Kingdom, setting out the purpose for which the meeting is being summoned
- 44 The Directors shall at the Board meeting following the Annual General Meeting elect a Chairman from amongst those on the Board who are also members of St Paul's who shall hold office until the conclusion of the next Annual General Meeting and who shall be entitled to preside at all meetings of the Board at which he shall be present: the Board may also elect a Vice Chairman who shall in the absence of the Chairman take

the chair, but no person shall be appointed to be Chairman or Vice Chairman for more than five consecutive years nor shall any person be appointed Chairman or Vice Chairman if he is remunerated by the Company

- 45 A properly convened meeting of the Board at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Company for the time being vested in the Board generally
- 46 The Board may delegate any of its powers to sub-committees consisting of such member or members of the Board and other persons as they think fit, provided that all such actions and proceedings shall be fully and promptly reported back to the Board and any sub-committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed upon it by the Board. The meetings and proceedings of any such sub-committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Board so far as applicable and so far as the same shall not be superceded by any regulations made by the Board.
- 47 All bona fide acts done by any meeting of the Board or of such sub-committee, or by any person acting as a member of the Board or such sub-committee shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Board or sub-committee
- 48 The Directors shall cause proper minutes to be made of all appointments of officers made by the Board and of the proceedings of all meetings of the Company and of the Board and of sub-committees, and all business transacted at such meetings as recorded in the minutes of such meeting or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated

ACCOUNTS

- 49 The Directors shall
 - (a) cause proper books of accounts to be kept in accordance with the requirements of the Act
 - (b) operate bank accounts, draw cheques, borrow and raise money for the objects of the Company on such terms and (with such consents as by Law required) on such security as may be thought fit
- 50 The books of accounts shall be kept at the office or, subject to Section 221 of the Act, at such other place or places as the Board may think fit and shall always be open to the inspection of the members of the Board
- 51 The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of members not being members of the Board, and no member not being a member of the Board shall have any right to inspect any account or book or document of the Company except as conferred by statute or authorised by the Board or by the Company in General Meeting

- 52 At the Annual General Meeting each year, the Directors shall lay before the members a proper income and expenditure account for the period since the last preceding account or in the case of the first account since the date of incorporation of the Company made up to a date not more than four months before such Meeting, together with a balance sheet made up to the same date Every such balance sheet shall be accompanied by proper Reports of the Directors and Auditors and copies of such account, balance sheet and reports and of any other documents required by law to be annexed to attached thereto or to accompany the same shall not less than 21 clear days before the date of the Meeting be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served The Auditors Report shall be open to inspection and be read before the Meeting as required by Section 236 of the Act

AUDIT

- 53 Once at least in every year the Accounts of the Company shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors
- 54 Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act

OFFICERS

- 55 The Directors may appoint annually such persons as they think fit to be President, Vice Presidents, Honorary Treasurer and Honorary Solicitor of the Company Such persons shall not by virtue only of such appointment be members of the Company or the Board

ORGANISERS AND SECRETARY

- 56 A Secretary shall be appointed and may be removed by the Board for such time at such remuneration and upon such conditions as it may think fit The provisions of Section 283 of the Act shall apply and be observed The Board may from time to time by resolution appoint an Assistant or Deputy Secretary and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting

NOTICES

57. A notice may be served by the Company upon any member, either personally or by sending it through the post in prepaid letter, addressed to such member at his registered address as appearing in the register of members
58. Any member described in the register of members by an address not within the United Kingdom who shall from time to time give the Company an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address but, save as aforesaid as provided by the Act, only those members who are described in the register of members by an address within the United Kingdom shall be entitled to receive notices from the Company
59. Any notice, if served by post, shall be deemed to have been served on the second day following that on which the letter containing the same is put into the post and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter

- 60 Clause 7 of the Memorandum of Association of the Company relating to the winding up and dissolution of the Company shall have effect as if the provisions thereof were repeated in these Articles

SCHEDULE 1
(First Members of the Board)

John Stephen Davis
Stephen Paul Cockbill
Peter Gwyn Griffiths

Names, addresses and descriptions of Subscribers

John Stephen Davis
of 57 Mellish Road
Walsall
WS4 2DG

Clerk in Holy Orders
Vicar of St Paul's Church

Stephen Paul Cockbill
of 171 Walhouse Road
Walsall
WS1 2BE

Project Manager

Peter Gwyn Griffiths
of 18 St Mark's Road
Brownhills
Walsall
WS8 7AQ

Head Teacher

DATED the 19th day of August 1991

WITNESS to the above signatures -

Sally Elizabeth Woodhouse
Blount House
Hall Court
Hall Park Way
Telford
Shropshire