

Companies Act 2006

COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A CAPITAL DIVIDED INTO SHARES

MEMORANDUM AND ARTICLES OF ASSOCIATION

THE DERBY DIOCESAN BOARD OF FINANCE LIMITED

NO. 229700

INCORPORATED ON THE 16TH DAY OF APRIL 1928

As amended by Special Resolutions on 4.7.13
and revised by Special Resolution on
10.5.14, 27.2.16, 21.5.16, 07.9.20, 26.3.22, 25.06.22
and 13.06.26
THE COMPANIES ACT, 2006

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A CAPITAL DIVIDED INTO SHARE

MEMORANDUM OF ASSOCIATION

OF

THE DERBY DIOCESAN BOARD OF FINANCE LIMITED

1. The name of the Company (hereinafter called "the Board") is "THE DERBY DIOCESAN BOARD OF FINANCE LIMITED".
2. The Registered Office of the Board will be situated in England.
3. The objects for which the Board is established are as follows (that is to say) To do all or any of the following things for the purpose of attaining the ends of the Board if and so far as allowed by law and subject to the observance and performance of whatever may be required by law in order legally to carry out the same.
 - (1) To be the Diocesan Board of Finance for the Diocese for the time being of Derby (hereinafter designated "the Diocese") of the Church of England (hereinafter designated "the Church") and to act in particular as a Committee of the Diocesan Synod of the Diocese (hereinafter designated the "Diocesan Synod") and as the financial executive of the Diocesan Synod.
 - (2) To act as the Diocesan Parsonages Board for the Diocese if so constituted under any Scheme of the Diocesan Synod.
 - (3) To act as the Diocesan Committee of the Diocese for the purposes of any Act of Parliament or Measure passed by the General Synod of the Church of England for which the Diocesan Synod may appoint the Board to act.
 - (4) To promote and assist the work and purposes of the Church in the Diocese, whatever for the time being shall be the area of the Diocese, and in particular to organise and provide funds in aid of the work of the Church and for the following essential departments of the Church's work, viz.:-
 - I. Training for the Ministry, clerical and lay.
 - II. Maintenance of the Ministry, clerical and lay.
 - III. Provision of pensions and grants for the Ministry.
 - IV. Provision for Widows and Orphans of the Clergy and for necessitous Clergy and their children.

- V. Securing desirable sites for and the purchase, erection and repair of church buildings, mission rooms, church halls, parsonage houses, hostels, clergy houses, clergy rest houses, and other buildings whether permanent, temporary or otherwise, to be used for or in connection with any of the objects of the Board.
- VI. Religious education in all its branches, including the acquisition of sites for and the building, equipment, improvement and repair of Church schools and colleges.
- VII. Provision for Cathedral purposes.
- VIII. Provision of expenses of any organisation or work carried on wholly or partially by the Board or by any Diocesan Board of Finance in England or Wales or by the Central Board of Finance of the Church.
- IX. With such additions to and modifications of the departments aforesaid as from time to time may be expedient for the better carrying forward of the Church's work, to aid and further (in such manner as may be approved by a Resolution of the Diocesan Synod and afterwards sanctioned by the Bishop for the time being of the said Diocese) the objects and work of the Church in any part of England and Wales outside the said Diocese, or beyond the borders of England and Wales, or any Mission or Church or body of Christians in communion therewith beyond such borders.

(5) To acquire and hold real and personal property, and to apply both capital and income thereof, and the proceeds of the sale or mortgage thereof, for or towards all or any of the objects hereinafter specified, and to act as the Executors of any deceased person, and to accept and administer property of any kind and in any form, whether real or personal, to be held by the Board upon any trust connected with the Church or any work thereof, and in particular:-

(a) Upon any special trusts, whether such trusts are then already in existence or are to be newly created: or

(b) As bare or passive or custodian trustees; or

(c) Upon a general trust for any of the other objects for which the Board is established, and so that the Board may act in relation to any such trust as aforesaid, either as original trustees or as new trustees of a trust already existing, and so that in relation to any trust, other than a bare or passive or custodian trust, the Board may undertake and exercise all such powers and discretions, whether as to the management or administration of the property subject to such trusts, or otherwise, as may be conferred under or by reason of the said respective trusts, and so that in relation to any bare or passive or custodian trust the Board may act without undertaking the management or administration of the property, and also that in relation to any of the trusts hereinbefore referred to the Board may act as trustees alone or jointly with any other persons or person or body, and may resign and retire from any such trust and may make all such applications to the Court and take all such proceedings and opinions as they may be advised.

(6) To aid and assist pecuniary or otherwise all or any Missions, Schools, Colleges, Institutions, Homes, Clubs, Organisations, Societies, Trusts and Charities now existing or hereafter to exist in connection with the Church within the Diocese and to carry on any financial operations which it may be considered necessary or desirable to carry on for the purpose of aiding, promoting or assisting any of the work or objects of the Board.

(7) To contribute to or bear the expenses of any prosecution or proceedings under the Ecclesiastical Jurisdiction Measure, 1963, or any Act or Measure passed or which may be passed for the control or discipline of the Clergy of the Church or of any action or proceeding in any Court for the protection of

any Church or Church property or Church rights within the Diocese or in respect of any dilapidation, or waste thereof.

(8) To purchase, hire or otherwise acquire and hold buildings or sites for building, altering or enlarging, and to build, alter or enlarge and to maintain, furnish and endow, and to insure or pay the insurance upon Churches, Chapels, Churchyards, Church Bell Towers, Burial Grounds, Parochial Buildings, Buildings used for Church purposes, Mission Halls, Offices for Organisations, Societies or Charities, Schools, Colleges, Residences, either with or without gardens, or other grounds for Clergy or Ministers of the Church, or for School Masters, School Mistresses or Teachers, Homes, Refuges, and Club buildings, for use in connection with the work of the Church.

(9) To exercise any power which may be confided to the Board of appointing Members, Managers, Treasurers, Trustees, Auditors, Inspectors, Examiners or other officials of any such Committees, Missions, Schools, Colleges, Institutions, Homes, Clubs, Organisations, Societies, Trusts or Charities as are herein referred to or as they are required by law to appoint.

(10) To enter into any arrangements with anybody having power to administer or apply any funds within the Diocese or any part thereof (whether as part of a larger area or not) for any of the purposes for which the Board has power to administer or apply funds with reference to any of the funds or property held by them respectively or any of their powers duties or trusts and in particular to take over carry on or continue any of the powers duties trusts or work which such bodies or any of them or the trustees of any of them are authorised to undertake or to amalgamate any branch of the work of the Board with the work or business of any such body.

(11) To nominate any person or persons to act as a Committee or Committees or as Trustee or Trustees for the Board for any of its purposes, and to delegate to any persons or person any powers, authorities, or discretions vested in the Board, with power to sub delegate, and so that any such nomination or delegation may be made on any such terms as to payment or otherwise, and subject to such conditions as may be agreed upon.

(12) To act as a consultative and advisory Body within the Diocese to which all Diocesan Bodies carrying on any department of the work of the Church may look for advice, guidance, and assistance in developing and making effective their financial organisations and to act as a consultative and advisory body in relation to any financial questions which may arise affecting any such Churches, Missions, Schools, Colleges, Institutions, Homes, Clubs, Organisations, Societies or Charities as are herein referred to, and to appoint arbitrators and referees in relation to any such questions.

(13) To invest any moneys subject or representing property subject to the jurisdiction of the Charity Commissioners for England and Wales in or upon any investments for the time being authorised by law for the investment of trust funds and with such sanction as may be required by law with respect to moneys subject to the said jurisdiction.

(14) Subject to the provisions of the last preceding sub~ clause hereof, to invest any of the moneys of the Board, whether capital or income, in or upon any investment or property, and to manage and, if thought desirable, accumulate the investments and property of the Board, and to make any appropriations or distribution thereof that may be determined upon.

(15) To apply all and every part of the moneys and property of the Board, being capital or income, in or towards any of the purposes of the Board, including in particular purposes for which the income of the Board's moneys and property may be used and applied.

(16) Subject to any restrictions imposed by law to sell, mortgage, charge, lease, exchange, partition and otherwise deal with any property of or held by the Board in any manner.

(17) To issue debentures and debenture stock, redeemable or otherwise, and raise and borrow money at interest for the purposes of the Board, on such terms and on such security (if any) as may be determined, and to act as guarantors in respect of the raising of money for the advancement of any of the objects of the Board.

(18) To lend any moneys of the Board either with or without any security and at or free of interest to Parochial Church Councils or School Authorities.

(19) Subject to the provisions of Sub Clause 3 (4) hereof, to hand over to any person or persons, Society or Corporation, any property vested in the Board, either for its general purposes or on any special trust, if it shall be thought that by so doing, any object of the Board, or any such special trust as aforesaid will be benefited thereby.

(20) To solicit, collect, receive, and administer money and funds for any of the purposes herein mentioned and to issue appeals and advertisements for money and assistance, and to collect, publish, and circulate statistics and other information and from time to time if need be to determine or assist in determining the proportions in which such money and funds ought to be contributed in the several Rural Deaneries of the Diocese and in the several Parishes of each Rural Deanery.

(21) To pay out of the funds of the Board, or out of any particular part of such funds, all expenses of or incident to the formation and management of the Board, or of the Diocesan Synod, or of administering any special trust, or of any Diocesan magazine, or calendar, or publication, or of otherwise carrying out any of the objects herein specified, including the payment of stipends, salaries, pensions or emoluments of persons employed.

(22) To pay out of the funds of the Board or out of any particular part of such funds all expenses payable out of Diocesan Funds in connection with the election of Members of the Diocesan Synod and of Members to represent the Diocese in the General Synod of the Church or in the Convocation of Canterbury and the out-of-pocket expenses of such representatives of the Diocese.

(23) To pay out of the funds of the Board or out of any particular part of such funds to the representatives of the Diocese in the House of Laity of the General Synod of the Church (whether or not they are Members of the Board) sums to compensate them for loss of earnings incurred in attending meetings of such House of Laity in accordance with such conditions and on such scales as may be from time to time approved by the Diocesan Synod.

(24) To act as the Diocesan Board of Finance of the Diocese for all purposes in connection with or incidental to the provisions of the Diocesan Pastoral and Mission Measure 2007 relating to the Committee for Churches Closed for Public Worship or the provisions of any Measure or Act amending or replacing the Same and to enter into any agreements or carry out any works required in connection therewith and to defray any proper expenses of the Committee for Churches Closed for Public Worship.

(25) To promote or oppose legislative and other measures affecting, or likely to affect, any of the objects or work of the Board, or any body of persons, the aid or benefit of which is within the objects of the Board, and if thought desirable to join with other persons or bodies in so doing.

(26) To purchase, hire, or otherwise acquire and hold, any houses, buildings or premises in or upon which to carry on the business or other works of the Board, and to build maintain, improve, alter, insure, furnish, and provide for any houses or erections or works necessary or convenient for the purposes of the Board.

(27) To acquire hold and administer Advowsons.

(28) To enter into any arrangements with any authority supreme municipal local or otherwise which may seem conducive to the advantage or benefit of the Board or of the Church and to obtain from any such authority any rights privileges and concessions which it may seem desirable to obtain and to carry out and comply with any such arrangements rights privileges and concessions.

(29) To apply for promote and obtain or join in applying for promoting or obtaining any Act of Parliament Measure Provisional Order Royal Charter or Licence of any authority necessary or desirable for the furtherance or realisation of any of the objects purposes or aims of the Board or of the Church and to take all such steps and proceedings and to do all such acts and things either alone or jointly with others whether by opposing applications or proceedings or otherwise as may seem necessary or expedient to protect the interests of the Board or of the Church.

(30) To employ and pay legal and other expert advisers, superintendents, managers, secretaries, accountants, officers, clerks and other persons or bodies whose services are required or deemed expedient for carrying out or carrying on any of the objects purposes or activities of the Board or the Diocesan Synod.

(31) To provide for the welfare of employees or ex-employees of the Board or the Diocesan Synod and the spouses, widows, widowers, children, families or dependants of such persons by grants of money, pensions or otherwise.

(32) To perform any services, transact any business or do any work within the scope of the objects of the Board gratuitously or for remuneration or otherwise and on such terms and conditions in all respects as the Board may determine.

(33) In the event of a partition or alteration of the boundaries of the Diocese. as at present existing to appropriate such part as the Board shall think fit of the property held for the general purposes of the Board, to similar purposes within the area by such partition or alteration separated from the Diocese as at present existing, and to make over such appropriated part to any Diocesan Board of Finance of the Diocese in which the area so separated is comprised as trustee, or to any such trustees as the Board shall think fit, and to declare the trusts of the property so made over: Provided that the trusts to be so declared shall as far as may be, be of the same character, except as regards the area for which they are to be administered, and the body to administer the same, as the trusts and provisions applicable thereto under these presents.

(34) To do all such other lawful acts and things as are incidental or conducive to the attainment of the above objects or any of them.

(35) (1) To provide indemnity insurance to cover the liability of the Members of the Board:

(a) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the company;

(b) to make contributions to the assets of the company in accordance with the provisions of section 214 of the Insolvency Act 1986.

(2) Any insurance in the case of (1) (a) above shall not extend to:

(a) any liability resulting from conduct which the Members of the Board knew, or must be assumed to have known was not in the best interests of the company, or which the Members of the Board did not care whether it was in the best interests of the company or not;

(b) any liability to pay the costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud or dishonesty or wilful or reckless misconduct of the Members of the Board;

(c) any liability to pay a fine.

(3) Any insurance in the case of (1) (b) shall not extend to any liability to make such a contribution where the basis of the Member of the Board's liability is his knowledge prior to the insolvent liquidation of that company (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the company would avoid going into insolvent liquidation.

Provided that the ministry and work, ministers and workers, and any of the persons hereinbefore referred to may be either clerical or lay.

Provided that (1) None of the objects aforesaid shall be carried out in such a manner as to give indirectly to Members of the Board a profit from the property or funds of the Board which could not in accordance with the provisions of this Memorandum be given to them directly; (2) The Board shall not support with its funds any object, or endeavour to impose on, or procure the observance by its Members or others of any regulation, restriction or condition which, if any object of the Board, would make it a Trade Union; (3) In case the Board shall take or hold any property subject to the jurisdiction of the Department of Education and Skills or Charity Commissioners for England and Wales, the Board shall not sell, mortgage, charge, or lease such property without such authority, approval or consent as may be required by law, and as regards any such property, the Members of the Board shall be chargeable for such property as may come into their hands, and shall be answerable and accountable for their own acts, receipts neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would, as such Members, have been if not incorporated. In case the Board shall take or hold any property which may be subject to any trusts, the Board shall only deal with the same in such manner as is allowed by law, having regard to such trusts.

Words herein importing the masculine gender include the feminine.

(4) The income and property of the Board howsoever derived shall be applied solely towards the promotion of the objects of the Board as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the Members of the Board or to any of them; provided that

(i) nothing herein contained shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the Board or to any Member of the Board in return for any services actually rendered to the Board nor prevent the payment of interest at a rate not exceeding £5 per cent, per annum (or such rate as agreed from

time to time by the Board) on money lent or reasonable and proper rent for premises demised or let by any Member to the Board or the repayment of out-of-pocket expenses incurred in connection with the business of the Board;

(ii) if any Member of the Board has any pecuniary interest, direct or indirect in any proposal laid before the Board or Bishop's Council or other matter relative thereto and is present at a Meeting of the Board or its Business Committee or any Committee of the Board at which the proposal or other matter relative thereto is the subject of consideration, that Member shall at the Meeting, as soon as practicable after the commencement thereto disclose the fact, and shall not take part in the consideration or discussion of, or vote on any question with respect to the proposal or other matter relative thereto;

(iii) nothing herein contained shall prevent the Clerical Members of the Board from being present, from taking part in any discussion or from voting on the payment or provision made in good faith of grants, pensions and benefits by way of maintenance or otherwise in accordance with these provisions, to or for the benefit of any class of clergy of the Church of England which includes or may include Members of the Board or its Business Committee;

(iv) the provisions hereinbefore contained shall not apply to any payment to any company of which a Member of the Board may be a Member and in which such Member shall hold not more than one hundredth part of the capital and such Member shall not be bound to account for any share of profits they may receive in respect of any such payment;

(v) Nothing in this document shall prevent any payment in good faith by the company of any premium in respect of any indemnity insurance to cover the liability of the Members of the Board which, by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the company: Provided that any such insurance shall not extend to any claim arising from any act or omission which the Members of the Board knew to be a breach of trust or breach of duty or which was committed by the Members of the Board in reckless regard of whether it was a breach of trust or breach of duty or not and provided also that any such insurance shall not extend to the costs of an unsuccessful defence to a criminal prosecution brought against the Members of the Board in their capacity as the directors of the company.

(5) The liability of the Members is limited.

(6) Every Member of the Board undertakes to contribute to the assets of the Board in the event of the same being wound up during the time that they are a Member, or within one year afterwards, for payment of the debts and liabilities of the Board contracted before the time at which they cease to be a Member, and of the costs, charges and expense of winding up the same, and for the adjustment of the rights of the contributories among themselves, such amount as may be required, not exceeding £1.

(7) If upon the winding up or dissolution of the Board there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members of the Board, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Board, and which prohibit the distribution of its or their income and property amongst its or their Members to an extent at least as great as is imposed on the Board under or by virtue of Sub Clause 3

(35) (4) hereof, such institution or institutions to be determined by the Members of the Board at or before the time of dissolution, or in default thereof by such judge of the High

Court of Justice as may have or acquire jurisdiction in the matter, and if and so far as effect cannot be given to the aforesaid provision, then to some other charitable object.

(8) True accounts shall be kept of the sums of money received and expended by the Board and the matter in respect of which such receipts and expenditure take place, and of the property, credits and liabilities of the Board and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Board in force for the time being, shall be open to the inspection of Members. Once at least in every year the accounts of the Board shall be examined, and the correctness of the balance sheet ascertained by one or more properly qualified Auditor or Auditors;

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

Dated this 30th day of March, 1928.

SIGNATURES OF SUBSCRIBERS	NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS
Edmund Derby	The Right Revd. Edmund Courtenay Pearce, D.D., Breadsall Mount, Derby. Lord Bishop of Derby
E. Spencer Noakes	The Venerable Edward Spencer Noakes, M.A. LL.D., Darley Abbey Vicarage, Derby. Archdeacon of Derby.
E. Francis Crosse	The Venerable Edmond Francis Crosse, Whitwell Rectory, Mansfield. Archdeacon of Chesterfield.
M. Attwood	Matthew Attwood, Westleigh, Derby. Solicitor.
John Marsden-Smedley	John Bertram Marsden-Smedley, Lea Green, Matlock, Derbyshire. Esquire.
Alfred Hall Prior	The Revd. Canon Alfred Hall Prior, M.A., Rowsley Vicarage, Derbyshire. Rural Dean of Bakewell.
G. D. Goodman	Colonel Godfrey Davenport Goodman, Eccles House, Chinley, Derbyshire. Registrar, Derby County Court.

Witness to the above Signatures

J. E. TOWNSEND DUCKER,
Solicitor,
Derby Diocesan Registry,
40 St. Mary's Gate,
Derby

THE COMPANIES ACT, 2006

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION
OF
THE DERBY DIOCESAN BOARD OF FINANCE LIMITED
(CRN:229700)

INTERPRETATION

1. This document shall be construed with reference to the provisions of the Companies Act 1985 - 2006 and every other Act from time to time in force affecting the Board and terms used herein shall be taken as having the same meanings as they have when used in those Acts.

In the interpretation of these Articles, unless inconsistent with the subject or context, the words standing in the first column of the following table shall bear the meaning set opposite to them in the second column thereof:-

WORDS	MEANING
The Acts	Companies Acts 1985 - 2006
The Act	The Companies Act 2006
The Bishop	The Bishop of the Diocese for the time being
The Board Chair	The Derby Diocesan Board of Finance (DBF) The Chair of the Board appointed pursuant to Article 26 or Article 27
Executive Chair	the Executive Chair of the Board appointed by the Bishop pursuant to Article 27
Vice Chair	the Vice Chair of the Board appointed pursuant to Article 28
Member (s)	Member (s) of the Board
The Commission	The Charity Commission
The Company	the DBF in existence at the time these Articles are adopted

The Council	Bishop's Council
The Business Committee	The Business Committee of Bishop's Council
Directors	The Directors for the time being of the Board (being the members of Bishops Council) and which shall include any of them acting as the Business Committee and the words "Director" and "Business Committee" shall be construed accordingly
The Diocese	whatever for the time being shall be the area currently called the Diocese of Derby of the Church of England
The Synod	the Diocesan Synod for the time being of the Diocese
Deanery Synod	The Deanery Synod of a Rural Deanery in the Diocese
Body	Any Society, Association, Organisation or aggregate of persons whether incorporated or unincorporated and whether of a voluntary nature or otherwise
Secretary	Any person appointed to perform the duties of the Secretary of the Board
Excluded Person	Any person who is appointed to any salaried office of the Board or to any office of the Board paid by fees or stipend or any person employed by National Church Institutions
Month	Calendar month
Year	From 1st January to 31st December inclusive

Words importing the singular number include the plural and vice versa unless such meaning is repugnant to the context.

Words importing the masculine gender include the feminine.

Words importing persons shall include corporations.

Where the Bishop of Derby is unable to discharge any or all of his or her functions by reason of disability, illness or absence from his or her diocese or by reason of his or her forthcoming translation to another See or during a vacancy in the See of Derby, all references to the Bishop shall include the person in Episcopal Orders to whom the functions of the Bishop of Derby have been delegated under section 13 or section 14 of the Dioceses, Pastoral and Mission Measure 2007 where that other person is acting as the acting or interim bishop of the Diocese.

2. The Board shall in the exercise of its powers and duties comply with such lawful directions as may from time to time be given to the Board by the Diocesan Synod.

MEMBERS OF THE BOARD

3. The maximum number of members shall not, save as varied by ordinary resolution by the Board, exceed 270.
4. Subject to Articles 3 & 9 the following persons shall be the Members:-
 - a. The Bishop of Derby for the time being of the Diocese (who shall be President of the Board) ex officio.
 - b. The Suffragan Bishop for the time being of the Diocese ex officio.
 - c. The Archdeacons for the time being of the respective Archdeaconries of the Diocese ex officio.
 - d. The Dean.

And all the above ex officio members shall have the same rights to vote and attend meetings of the Board as all other members.

- e. Each and every member for the time being of the Synod (save for any person who is an Excluded Person) unless otherwise from time to time resolved by the Board.
 - f. Such other persons as may be co-opted in manner hereinafter provided.
 - g. Such persons as are co-opted or nominated by the House of Clergy, the House of Laity, or the Bishop in accordance with the Church Representation Rules from time to time in force in relation to membership of the Diocesan Synod.
 - h. In the event that the total number of lay persons who are Members from time to time shall not in fact exceed the total number of clergy who are members from time to time (in each case including any vacancies which have arisen by death or resignation) the House of Laity of the Synod shall by resolution co-opt into membership of the Board such number of lay persons as are necessary to ensure that the majority of the Members from time to time are lay persons.
5. Nominated and co-opted Members shall be nominated and co-opted to serve for the period or remainder of the period for which the elected Members of the Board are elected.
6. A Certificate signed by the Secretary of the Board from time to time certifying the names and addresses and terms of the individual appointment of the Members for the time being shall (in the absence of manifest error) be conclusive evidence of the matters so certified.
7. Any casual vacancies in the number of the elected, nominated or co-opted Members by death, resignation or disqualification shall be filled by a proper by-election in the case of elected members, by the Bishop in the case of nominated members and by the Houses of Clergy and Laity as appropriate in the case of the co-opted members, but the person so elected nominated or co-opted to fill any vacancy shall be elected nominated and co-opted only for the residue of the period for which the person whose place they are to take was elected or nominated or co-opted and in filling a vacancy Clerical vacancies shall be filled by Clergymen and Lay vacancies by Laypersons.
8. The Board may act notwithstanding any vacancy in the number of members.

9. (a) No person shall become a member of the Board until they have signed a declaration in such form as Bishop's Council shall from time to time require confirming that they consent to serve and agrees to be bound by the Memorandum and Articles of the Board from time to time in force.
 (b) Every person qualified to be a member of the Board and whose name is entered in the register of members shall be a member of the Board.
10. The existing members at the date of the adoption of these articles shall continue as such members and shall constitute the Board for all purposes until the first meeting of the Synod to be held after the adoption of these articles and shall then cease to be members but may immediately become members again under the provisions of Article 4.

DISQUALIFICATION OF MEMBERS

- 11a. Membership of the Board shall cease automatically if a member
 - a. dies;
 - b. ceases to hold the office which qualifies that member to be such;
 - c. ceases to be a member of Synod;
 - d. resigns their membership by notice in writing to the Board at its registered office;
 - e. in the event that such member is co-opted or nominated under Article 4 (f) (g) and (h) the Bishop, the Board, the Council, the House of Clergy or the House of Laity (as the case may be) determines that such membership is to cease;
 - f. becomes an Excluded Person;
 - g. becomes bankrupt or makes any arrangement or composition with his creditors;
 - h. becomes prohibited from being a Director by reason of any provision of the Act or becomes prohibited by law from being a Director.
 - i. becomes, in the opinion of a registered General Medical Practitioner, of unsound mind;
 - j. is convicted of any offence which results in a custodial sentence of three months or more (not being given the option of a fine);
 - k. is the subject of a resolution passed by not less than 2/3rds of the members for the time being of the Board to the effect that they should cease to be a member.
 - l. ceases to be on the Electoral Roll of a Church of England parish and a resolution is passed by not less than 1/3rd of the Members for the time being of the Board that they shall cease to be a Member.
 - m. is directly or indirectly interested in any contract with the Board and fails to declare the nature of their interest in the manner required of Directors by Section 182 of the Act or
 - n. is disqualified by Law from being a Trustee of a Charity under the Charities Act 2011.
- 11b. For the avoidance of doubt:-
 - (a). No Member shall cease to be a Member by reason only of his being interested in any Company or partnership which has entered into any contract with or done any work for the Board or of his being employed by the Board in any professional capacity and if so employed they may be remunerated for his services as the Board shall think fit.
 - (b). Every Member other than the Bishop, Suffragan Bishop, Archdeacons and Dean aforesaid shall be eligible for re-election or re-nomination or re-co-option as the case may be and shall except in the case of death or resignation or disqualification hold office as a Member until his successor is elected nominated or co-opted and qualified to act.
 - (c). No person shall be disqualified from being appointed a Member nor shall any member be required to vacate office solely by reason of their age.

GENERAL MEETINGS OF THE BOARD

12. The Board shall only be entitled to transact business so long as for the time being a majority of its Members are Lay.

13. A Meeting shall be held in every year as the Annual General Meeting of the Board for formal business and to comply with the requirements of the Companies Acts at such time and place as may be determined by the Board and not more than fifteen months shall be allowed to elapse between any two such Annual General Meetings.

14. All other regular Meetings shall be called "General Meetings".

15. The Secretary shall at the request in writing, deposited at the registered office of the Board from any of:-

- a. the Bishop of the Diocese
- b. 30 members
- c. the Executive Chair of the Board
- d. the Business Committee

convene a General Meeting.

16. General Meetings may also be convened by such requisition as provided by Section 303-5 of the Act.

NOTICE OF GENERAL MEETINGS

17. An Annual General Meeting and a General Meeting called for the passing of a special resolution shall be called by at least 21 clear days notice in writing and any other General Meeting shall be called by at least 14 clear days notice in writing.

18. The notice shall specify:-

- a. The place, day and hour of the Meeting
- b. In the case of special business, the general nature of that business.

and shall be given in the manner hereinafter mentioned or in such manner if any as may be prescribed by the Board in General Meeting to such persons (including the Auditors) as are under these Articles or the Act entitled to receive such notice.

19. A General Meeting shall, notwithstanding that it is called by shorter notice than that specified in Article 18 be deemed to have been duly called if it is so agreed:-

- a. In the case of a Meeting called as the Annual General Meeting by all Members entitled to attend and vote there at; and
- b. in the case of any other General Meeting by a majority in number of the Members having a right to attend and vote at the meeting together representing not less than 95% of the total voting rights at that meeting of all the Members.

20. Every Annual General Meeting shall be specified as such in the notice calling it.
21. The accidental omission to give notice of a meeting to, or the non receipt of notice of a meeting by any person entitled to receive notice shall not invalidate the proceedings at that meeting.
22. All business shall be deemed special that is transacted at a General Meeting, Annual or otherwise, with the exception of the consideration of the Accounts and Balance Sheet and the ordinary reports of the Business Committee and Auditors, the appointment of Auditors, and the fixing of their remuneration.
23. Any Member may on giving to the Secretary not less than 30 days' notice in that behalf, submit any resolution to a Meeting of the Board, and notice thereof shall be given to the Members by the Secretary and incorporated into the Agenda of the next following meeting.

PROCEEDINGS AT MEETINGS

24. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. Subject to Article 25 and until the Board shall otherwise determine a quorum shall consist of one third of the members of the House of Clergy and one third of the members of the House of Laity present in person of which the majority shall be Lay.
25. If within half an hour from the time appointed for the holding of a Meeting there is not a quorum present, the Meeting if convened upon 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 time and place as the Chair of the Meeting shall appoint, but if at such adjourned Meeting a quorum of Members shall not be present within half an hour from the time appointed for holding the Meeting, the Members present shall form a quorum.
26. The Bishop of the Diocese for the time being shall have the option of being Chair of the Board for the ensuing year and in his absolute discretion may remain as Chair for so long as they wish.
27. The Bishop, shall appoint an Executive Chair of the Board and should the Bishop choose not to act in accordance with Article 26 the Bishop shall appoint the Executive Chair of the Board to act as Chair of the Board. The Bishop may at any time remove the Executive Chair, whether such a person is acting as Chair, or not, from their office.
28. The Board shall appoint from amongst its Members at its first General Meeting, after the adoption of these articles, and in each subsequent year at the Annual General Meeting a Vice Chair (Business Committee) and an additional member to the Business Committee and any such other Honorary Officers as it may think fit to hold office until the end of the next Annual General Meeting.
29. The Council may fill up any casual vacancy occurring in the offices of such Honorary Officers appointed by the Board as aforesaid and may (subject to any restrictions imposed by the Board in General Meeting) appoint other such Honorary Officers as it may think fit.
30. For the avoidance of doubt the Vice Chair shall not be a co-opted or nominated member of the Board.

31. If the Bishop shall not be present within 15 minutes after the time appointed for the holding of the meeting or if the Bishop is unable or unwilling to chair it then the Executive Chair shall chair the Meeting but if the Executive Chair shall not be present within 15 minutes after the time appointed for the holding of the Meeting or is unable or unwilling to chair it then the Vice Chair as appointed under Articles 28 and 29 shall chair the Meeting. If the Vice Chair is not present the Members present shall from within their own number elect a person to chair the Meeting.

32. No business shall be transacted at a Meeting of the Board except such as shall be specified or indicated in the notice convening the Meeting, and matters arising thereout.

33. The Chair may with the consent of the majority of the persons present and entitled to vote, at 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 only the business left unfinished shall be transacted at any adjourned Meeting. When a Meeting is adjourned for thirty days or more, notice of the adjourned Meeting shall be given as in the case of an original Meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjourned Meeting.

34. At any Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is demanded, either before or upon the declaration of the result of the show of hands:-

- (a) by the Chair; or
- (b) by the Bishop; or
- (c) by at least five Members present in person for the time being.

Unless a poll be so demanded a declaration by the Chair that a resolution has on a show of hands been carried, or carried unanimously, or by a particular majority, or lost or not carried by a particular majority, an entry to that effect in the Minute Book of the Board shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for the poll may be withdrawn only with the consent of the Chair and a demand so withdrawn shall not invalidate the result of any show of hands declared before the demand was made.

35. All votes must be given personally and proxies shall not be allowed.

36. No poll shall be demanded on the election of a Chair of a Meeting, or on any question of adjournment.

37. Subject to Article 36 if a poll is duly demanded it shall be taken in such manner and at such time and place as the Chair directs, and the result of the poll shall be deemed to be the resolution of the Meeting at which the poll was demanded.

38. The demand for a poll shall not prevent the continuance of the Meeting for the transaction of any business other than the question on which a poll was demanded.

39. Every Member shall have one vote; and in the case of an equality of votes, whether on a show of hands or on a poll, the Chair of the Meeting shall be entitled to a second or casting vote.

40. An objection to the qualification of any Member may only be raised at the Meeting at which the vote objected to is tendered. The Chair of the Meeting shall forthwith decide the matter and his decision shall be final.

41. Minutes of the proceedings of all Meetings of the Board shall be recorded in Books to be kept for the purpose, and shall be signed by the Chair of the Meeting at which the minutes are read and confirmed, and every such minute purporting to be so signed shall be prima facie evidence of the facts stated therein.

42. To enable remote working:

- a) Bishop's Council shall be entitled to direct that a General Meeting of the Board (including an Annual General Meeting) shall take place by means of a meeting which persons may attend, speak at, vote in or otherwise participate in without all the persons or without any of the persons being together in the same place.
- b) A person is to be regarded as present at a meeting of the Board at any given time if the person is at that time able to hear and be heard and, where practicable, see and be seen by the other persons present and includes a reference to being present by electronic means, including by telephone conference, video conference, live webcast, live inter-active streaming or by any other method of communication which Bishop's Council has agreed is acceptable.
- c) Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such place, where the Chair of the meeting is based.
- d) A reference to a place where a meeting of the Board is held, or is to be held, includes a reference to more than one place, including electronic, digital or virtual locations, web addresses or conference call telephone numbers.
- e) Any member deemed to be in attendance at a meeting as described in this Article shall be entitled to vote thereat and be counted towards the quorum.
- f) A vote may be taken by such electronic or other method of voting as may be determined by Bishop's Council.
- g) A resolution in writing, signed by all Members for the time being entitled to receive notice of and to attend and vote thereon in General Meeting, shall be as valid and effective as if the same had been passed at a General Meeting duly convened and held and may consist of several documents in like form, each signed by one or more Members.

REGULATIONS

43. The Board may from time to time make, vary, and repeal regulations, standing orders, rules and bye-laws for the regulation and conduct of the business and affairs of the Board, and of the Council, the Officers and servants of the Board and the Members, or any section thereof, but so that such regulations, standing orders, rules and bye-laws shall not be inconsistent with the regulations of the Board contained in its Memorandum and Articles of Association, or amount to such an addition to or alteration of the Articles of Association as could only legally be made by a Special Resolution.

POWERS AND DUTIES OF THE BOARD

44. The Board may appoint and at its discretion remove or suspend such Officers, Secretaries, Accountants, Legal and other expert advisers, Superintendents, Clerks, Agents and Servants for permanent, temporary or special services as the Board from time to time think fit, and determine their duties and fix their salaries or emoluments and require security in such instances and to such amount as the Board may think fit.

45. The Board shall cause minutes to be made in books provided for the purpose:-
- a. of all appointments of officers of the Board;
 - b. of the names of the persons present at each meeting of the Business Committee and of any other committee or sub-committee;
 - c. of all resolutions and proceedings at all meetings of the Board and of the Business Committee and of any other committee or sub-committee.
46. (a) All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for moneys paid to the Board shall be signed, drawn, accepted, endorsed or otherwise executed as the case may be, in such manner as the Board shall from time to time by resolution determine. All moneys received by the Board shall be regularly paid into a banking account or banking accounts to be kept in the name of the Board.
- (b) The Board shall have power to allow and pay to Members of the Board, and to Members of the Council or any of the Committees, all out-of-pocket expenses, including reasonable travelling and hotel expenses incurred in attending Meetings of or on behalf of the Board, or the Council or any Committee or otherwise in connection with the business of the Board.

BISHOP'S COUNCIL

47. The business of the Board shall be managed by the Council, appointed in accordance with Article 50 hereof, which may exercise all the powers of the Board.
48. The members of the Council shall be Directors for all the purposes of the Act.
49. No alteration of the Memorandum of Association of the Board or these 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 regulation shall not be limited by any special power given to the Directors by these Articles and a meeting of Directors at which a quorum is present may exercise all powers exercisable by the Directors.
50. The Council shall consist of:
- a. the Bishop for the time being of the Diocese;
 - b. the Suffragan Bishop for the time being of the Diocese;
 - c. the Archdeacons of each Archdeaconry of the Diocese;
 - d. the Dean of Derby;
 - e. the Executive Chair of the Board;
 - f. the Chair of the House of Laity of the Synod;
 - g. the Chair of the House of Clergy of the Synod;
 - h. the Chair of the Board of Education;
 - i. the Chair of the Diocesan Mission and Pastoral Committee;
 - j. two clergy from each Archdeaconry of the Diocese, and twelve lay members, four from each Archdeaconry, all elected by their respective Houses from the members of Diocesan Synod.
51. The maximum number of Directors, unless determined by a special resolution of the Board, shall not exceed 30.

52. A Director shall automatically vacate his office:-
- (a) if that Director comes within any of the categories listed in Article 11; or
 - (b) shall for more than 12 consecutive months have been absent without permission of the Directors from 75% of meetings or more of Directors held during that period and the Directors resolve that his office be vacated; or
 - (c) if removed by the person or body appointing that Director or the period of appointment has expired or
 - (d) if that Director is no longer for whatever reason a member of Bishop's Council.

53. The provisions of Article 11b (c) relating to a member having attained the age of 70 years shall also apply to Directors.

54. At the first meeting of the Board following the adoption of these Articles all of the Directors, save for the Bishop, the Suffragan Bishop, the Archdeacons, the Dean, the Chair of the Board of Education and the Chair of the Diocesan Mission & Pastoral Committee shall retire from office. The term of office of all other Directors shall subject to Article 50, Article 51 and Article 27 be co-terminus with their appointment to Bishop's Council.

POWERS AND DUTIES OF THE BISHOP'S COUNCIL

55. The Council shall perform such functions as shall from time to time be delegated to it by the Board whether under these Articles or otherwise and may exercise all such powers of the Board as are not, by the Act or by these Articles, required to be exercised by the Board in General Meeting.

56. The Council may delegate any of its powers or functions to a sub-committee consisting of two or more Directors ("the Business Committee"). Any such delegation shall be subject to such conditions as the Council may from time to time impose and shall always include the condition that no expenditure shall be incurred on behalf of the Board except in accordance with a budget previously agreed with the Council. Subject to such conditions the proceedings of the Business Committee shall be governed by the Articles which regulate the proceedings of the Council so far as they are capable of applying provided that all acts and proceedings of the Business Committee shall be reported to the Council at its next meeting.

57. In respect of the period from the date of adoption of these articles until after the result of the elections announced at the beginning of the first meeting of the Board to be held thereafter the Business Committee shall comprise of such persons as are currently the Directors of the Company who shall be authorised to continue to conduct the business of the Company until the results of the election are announced and thereafter the Business Committee shall comprise of:

- (a) Executive Chair
- (b) Vice Chair (Business Committee of the Board)
- (c) the Archdeacons of each Archdeaconry of the Diocese
- (d) A member of the DBF appointed in accordance with Article 28 (taking into account the proviso below that there shall be a lay majority on the Business Committee)
- (e) The chair of the DAC
- (f) Three elected lay members (one from each Archdeaconry) as elected by Bishop's Council from amongst the laity who are on an electoral roll of a parish or on the list of members of a Bishop's Mission Order congregation within the Diocese of Derby
- (g) Three elected clergy members (one from each Archdeaconry) as elected by Bishop's Council from amongst the clergy licensed under seal to the Diocese of Derby
- (h) The Director of the Board of Education or the Chair of the Board of Education (as they shall

determine between themselves taking into account the proviso below and subject to the overriding proviso that there shall be a lay majority on the Business Committee)

- (i) Director of Mission and Ministry
- (j) Diocesan Secretary who will act as Secretary to the Committee

Provided that the Council may appoint to the Business Committee such other persons (not exceeding four in number from time to time) each being in sympathy with the Church of England who may be appointed from time to time on the basis of their experience or expertise subject to the over-riding proviso that there shall be a lay majority on the Business Committee.

The Executive Chair shall have authority to invite office holders of the Board to attend meetings of the Business Committee as they shall in their absolute discretion think fit.

58. In addition, the Council may delegate any of its powers or functions, not dealt with by the Business Committee, to any other sub-committee or sub-committees consisting in each case of one or more directors. Any such delegation shall be subject to such conditions as the Council may from time to time impose and shall always include the condition that no expenditure shall be incurred on behalf of the Board except in accordance with a budget previously agreed with the Council. Subject to such conditions the proceedings of any such sub-committee shall be governed by the Articles which regulate the proceedings of the Council so far as they are capable of applying provided that all acts and proceedings of any such sub-committee shall be reported to the Council at its next meeting.

PROCEEDINGS OF BISHOP'S COUNCIL, OF THE BUSINESS COMMITTEE AND OF ANY OTHER SUB COMMITTEE.

59. The Council or the Business Committee may meet together for the dispatch of business, adjourn and otherwise regulate their Meetings as they think fit, provided always that, in the case of the Council, it shall meet not less than four times per calendar year and, in the case of the Business Committee, not less than four times per calendar year. Any other sub-committee established by the Council shall follow the proceedings outlined in these Articles for the Business Committee unless the Council directs otherwise.

60. Until the point in time as described in Article 57 the quorum necessary for the transaction of business shall be as currently in operation. Thereafter it shall, for the Council, be one third of its full membership in accordance with Article 50 for the time being in force, to consist of at least two Directors elected pursuant to Article 50 (j) and at least one from Article 50 (a-c) inclusive. For the Business Committee the quorum shall be one third of its full membership, at least two of whom shall be Directors. The quorum may be varied by ordinary resolution of the Board in the case of the Council and ordinary resolution of the Council in the case of the Business Committee.

61. The Executive Chair, but failing them the Vice-Chair, shall request the Secretary to give 14 clear days notice of a meeting of either body.

Unless the Board otherwise determines the Chair of the Board shall be Chair of the Council for Agenda items relating to finance. If at any meeting the Chair is not present within 15 minutes after the time published for the start of the meeting the Executive Chair shall chair the meeting but if the Executive Chair is not present within 15 minutes after the time published for the start of the meeting the Directors present may choose one of their number to be chair of the meeting.

62. The continuing Directors, may act notwithstanding any vacancy in their body, but if and so long as

their number is reduced below the number fixed as the necessary quorum of Directors, the continuing Directors may, subject to the provision of these Articles, act for the purposes of increasing the number of Directors to that number, or of summoning a general meeting of the Board, but for no other purpose.

63. Questions arising at any meeting of either body shall be determined by a majority of votes of those present and in the case of an equality of votes the chair shall have a second or casting vote.

64. The provisions of Article 45 in relation to minute books etc. shall apply to proceedings of either body and there shall also be recorded the reasons for the decisions made at such meetings and the nature and extent of any delegated powers.

65. All acts done by either body or a Director shall be, notwithstanding the existence of some disqualification, or some defect in the appointment of any Member or the existence of any vacancy therein respectively, as valid as if such disqualification, defect or vacancy had not existed.

66. Either body may at any time invite any other person to attend as an observer to any of its meetings and, if invited by the chair to do so, to speak at such meetings but any such observer shall not be entitled to vote, nor shall they be counted in establishing the quorum, and shall withdraw from the meeting for the period during which any matter is to be discussed and considered which the chair believes to be confidential or may give rise to any conflict of interest for such person.

67. A resolution in writing signed by all the members of either body for the time being entitled to receive notice of a meeting of such body shall be as valid and effectual as if it had been passed at a meeting thereof duly convened and held, and may consist of several documents in like form each signed by one or more members of either body.

68. The provisions of Article 39 relating to the right of a member to vote shall also apply to the Council and the Business Committee and any other sub-committee appointed under Article 58.

69. Any Director may participate in a meeting of either body of which they are a member by means of a conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting and, subject to these Articles and the Act, any such Director shall be entitled to vote and be counted in a quorum accordingly. 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 then is.

70. No Director may be paid any remuneration save as expressly permitted by the Memorandum of Association of the Board.

DIRECTORS' INTERESTS

Subject to the provisions of the Act and the Memorandum of Association of the Board, and provided that the Council do not request a Director to withdraw whilst the matter in question is discussed and resolved upon, that Director notwithstanding his office:

- a. may be a party to, or otherwise interested in, any transaction or arrangement with the Board or in which the Board is otherwise interested;
- b. may be a Director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body promoted by the Board or in which the Board is otherwise interested;

- c. may be a member of any corporation or unincorporated association in which the Board is in any way interested; and
- d. shall not, by reason of their office, be accountable to the Board for any benefit which they derive from any such office or employment or from any such transaction or arrangement or from any interest in any such corporation or unincorporated association and no such transaction or arrangement shall be liable to be avoided on the grounds of any such interest or benefit but they shall not be entitled to attend and vote and be counted in the quorum of any matter relating thereto.

71. For the purposes of Article 72:-

- a. a general notice given to the Council that a Director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement shall be deemed to be a disclosure that the Director has an interest in any such transaction of the nature and to the extent so specified;
- b. an interest of which, in the opinion of the Council, a Director has no knowledge and of which it is unreasonable to expect that Director to have knowledge shall not be treated as an interest of theirs; and
- c. an interest of a person who, in the opinion of the Council, is for any purpose of the Act (excluding any statutory modification not in force when these Articles were adopted) connected with a Director shall be treated as an interest of the Director.

72. Subject to Article 75, all acts done by a meeting of the Council, the Business Committee or any other sub-committee of the Council constituted in accordance with Articles 56 and 58, shall be valid notwithstanding the participation or the votes of a Director who:

- a. was disqualified from holding office; or
- b. had previously retired, or who had been obliged by these Articles to retire; or
- c. was not entitled to vote on such matter, whether by reason of Article 72 or otherwise

if without the vote of such Director and that Director being counted in the quorum, the decision has been made by a majority of the Directors at a quorate meeting.

The provisions of Article 74 do not permit a Director to keep any benefit that may be conferred upon that Director by a resolution of the Council or of the Business Committee if, but for the provisions of Article 74, the resolution would have been void, or if the Director has not complied with Article 72.

SEAL

73. If the Board shall have a Seal then the Council shall provide for the safe custody of the seal, which shall only be used by the authority of the Directors and every instrument to which the Seal shall be affixed shall be signed by a Director and shall be countersigned by the Secretary or by a second Director. A record of every occasion upon which the Seal is used shall be kept by the Secretary.

74. In accordance with the Act, a document may be executed as a deed without affixing the Seal thereto provided that such execution shall only be used by the authority of the Council.

ACCOUNTS, &c.

75. At the Annual General Meeting in every year the Board shall in accordance with the provisions of the Acts lay before the Meeting and shall present to the Diocesan Synod a report and an Income and Expenditure Account and a Balance Sheet as at a date to which the Income and Expenditure Account is made up. The said Account and Balance Sheet shall be accompanied by or have attached thereto such reports and documents and shall contain such particulars as are prescribed by the Acts and are applicable to the Board. The Auditors' Report shall meet all legal requirements and shall be attached to the Balance Sheet and laid before the Meeting and be open to inspection of any Member as required by Law.

76. Copies of all such documents and any other documents required by law to be annexed thereto shall not less than 21 days before the date of the Meeting before which they are to be laid be sent to the Auditors and to all Members, as required by and subject to the provisions of the Acts and any other Act for the time being in force.

77. The Board shall in each year prepare and submit to the Diocesan Synod an estimate of necessary Diocesan expenditure for the ensuing year and shall take steps as may be deemed necessary, with the authority of the Diocesan Synod, to raise such money as may be required to meet the needs set forth in such estimate.

78. The accounts and books of account of the Board shall be kept at its Registered Office, or at such other place as the Board may from time to time determine, and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed by the Board in General Meeting, the same shall be open to inspection by the Members of the Board at all times during usual business hours. Proper books of account shall be kept so as in all respects to comply with current legal requirements.

AUDIT AND AUDITORS

79. Auditors shall be appointed and their duties regulated in accordance with Sections 485-539 inclusive of the Act.

ANNUAL REPORT AND RETURN AND REGISTER OF CHARITIES

80. The Council shall comply in all respects with the requirements of the Charities Act 2011 in respect of:-

- a. the transmission of the statement of account to the Commission
- b. the preparation of an annual report and its transmission to the Commission; and
- c. the preparation of an annual return and its transmission to the Commission.

81. The Council must notify the Commission promptly of any changes to the Board's entry on the Central Register of Charities.

NOTICES

82. A notice or any other document may be served by the Board on any Member, either personally or

by sending it through the post in a prepaid envelope or wrapper, addressed to such Member at his registered place of abode or, if they have no registered address within the United Kingdom, to the address (if any) within the United Kingdom supplied by that Member to the Board for the giving of notices to them. The Board may also give notice to a Member by sending an e-mail notice to an e-mail address which has been notified to the Board in writing for this purpose, in which case supporting documentation will be available for viewing electronically.

83. All notices required to be given by advertisement shall be advertised in a newspaper or newspapers circulating in the Diocese of Derby, and shall be deemed sufficient if so advertised, and where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected at the time at which the letter would be delivered in the ordinary course of post.

84. A notice to be given to or by any person pursuant to these Articles shall be in writing except that a notice calling a meeting of the Business Committee need not be in writing.

85. Notice of every General Meeting shall be given in manner hereinbefore authorised to every Member except those Members who (having no registered address within the United Kingdom) have not supplied to the Board an e-mail address. Notice should also be given to the Auditors. No other person shall be entitled to receive notice of General Meetings.

INDEMNITY

86. Subject to the provisions of the Act every Member of the Board or of the Council and every Officer for the time being of the Board shall be indemnified out of the funds of the Board against all costs, losses and expenses incurred in the discharge of his duties except such as shall happen through his own dishonesty or wilful act, neglect or default; and each one shall be chargeable only for so much money or property as such a person shall themselves actually receive for or in the discharge of the business of the Board; and each one shall be answerable only for their own acts, neglects, or defaults, and not for those of any other person, nor for the insufficiency of any security for money invested or of title to any estate or property acquired, nor for any loss or damage which may happen in the discharge of his duties, unless the same shall happen through his own dishonesty or wilful act, neglect or default.

87. The provision of Sub Clause 3 (35) (7) of the Memorandum of Association relating to the winding-up and dissolution of the Board shall have effect as if the same were repeated in these Articles.

LICENCE BY THE BOARD OF TRADE

pursuant to Section 20 of the Companies (Consolidation) Act, 1908

WHEREAS it has been proved to the Board of Trade that "THE DERBY DIOCESAN BOARD OF FINANCE" which is about to be registered under the Companies Acts 1908 to 1917, as an Association limited by guarantee, is formed for the purpose of promoting objects of the nature contemplated by the 20th Section of the Companies (Consolidation) Act, 1908, and that it is the intention of the said Association that the income and property of the Association whencesoever derived shall be applied solely towards the promotion of the objects of the Association as set forth in the Memorandum of

Association of the said Association and that no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend or bonus or otherwise howsoever, by way of profit to the members of the said Association.

NOW, THEREFORE, the Board of Trade, in pursuance of the powers in them vested, and in consideration of the provisions and subject to the conditions contained in the Memorandum of Association of the said Association as subscribed by Seven members thereof on the Thirtieth day of March, 1928, do by this their licence direct "THE DERBY DIOCESAN BOARD OF FINANCE" to be registered with limited liability, without the addition of the word "Limited" to its name.

SIGNED by order of the Board of Trade, this Fourth day of April, 1928.

E. R. EDD I SON,
Comptroller of the Companies Department,
authorised in that behalf by the President of the Board
of Trade.

REVOCATION OF LICENCE BY THE BOARD OF TRADE

The Board of Trade in pursuance of the powers conferred upon them by subsection (5) of Section 19 of the Companies Act, 1948. hereby revoke the licence granted by them under Section 20 of the Companies (Consolidation) Act, 1908 to The Derby' Diocesan Board of Finance authorising the said Company to omit the word "Limited" from its name.

Dated this twenty-third day of February 1970.

P. B. SMITH
An Assistant Secretary of the Board of Trade.

No. 229700.

(COPY).

CERTIFICATE OF INCORPORATION

I HEREBY CERTIFY that the DERBY DIOCESAN BOARD OF FINANCE (the word "Limited" being omitted by Licence of the Board of Trade) is this day Incorporated under the Companies Acts, 1908 to 1917, and that the Company is LIMITED.

Given under my hand at London, this Sixteenth day of April, One thousand nine hundred and twenty-eight.

F. N. WHITTLE,
Assistant Registrar of Joint Stock Companies.

Fees and Deed Stamps, £7

Stamp Duty on Capital, Nil.