

**COMPANY LIMITED BY GUARANTEE**

**ARTICLES OF ASSOCIATION OF:**

**NOTTINGHAM ROMAN CATHOLIC  
DIOCESAN TRUSTEES LIMITED BY GUARANTEE**

**Matters formerly contained in the Memorandum.**

- 1 The Company's name is Nottingham Roman Catholic Diocesan Trustees Limited by Guarantee (and in this document it is called the charity).
- 2 The charity's registered office is to be situated in England.
- 3 The charity's objects (the Objects) are
  - (1) The advancement of the Roman Catholic religion in the area of the Roman Catholic Diocese of Nottingham as determined under the laws of the Roman Catholic Church and in accordance with them.
  - (2) The advancement of any charitable purpose supported by the Roman Catholic Church in any part of the world.
- 4 (1) In addition to any other powers it may have, the charity has the following powers in order to further the Objects (but not for any other purpose):
  - (a) to raise funds. In doing so, the charity must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulations.
  - (b) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
  - (c) to sell, lease or otherwise dispose of all or any part of the property belonging to the charity. In exercising this power, the charity must comply as appropriate with sections 36 and 37 of the Charities Act 1993, as amended by the Charities Act 2006;
  - (d) to borrow money and to charge the whole or any part of the property belonging to the charity as security for repayment of the money borrowed. The charity must comply as appropriate with sections 38 and 39 of the Charities Act 1993, as amended by the Charities Act 2006, if it wishes to mortgage land;
  - (e) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;

- (f) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
  - (g) to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity formed for any of the Objects;
  - (h) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
  - (i) to employ and remunerate such staff as are necessary for carrying out the work of the charity. The charity may employ or remunerate a Director only to the extent it is permitted to do so by clause 5 and provided it complies with the conditions in that clause;
  - (j) to:
    - (i) deposit or invest funds;
    - (ii) employ a professional fund-manager; and
    - (iii) arrange for the investments or other property of the charity to be held in the name of a nominee;in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;
  - (k) to provide indemnity insurance for the Directors or any other officer of the charity in relation to any such liability as is mentioned in sub-paragraph (2) of this paragraph, but subject to the restrictions specified in sub-paragraph (3) of the clause;
  - (l) to pay out of the funds of the charity the costs of forming and registering the charity both as a company and as a charity;
  - (m) to act as trustee.
  - (n) to do all such other lawful things as are necessary for the achievement of the Objects.
- (2) The liabilities referred to in sub-paragraph (1) (k) are:
- (a) any liability that by virtue of any rule of law would otherwise attach to a Director of a company in respect of any negligence, default breach of duty or breach of trust of which he or she may be guilty in relation to the charity;
  - (b) the liability to make a contribution to the charity's assets as specified in section 214 of the Insolvency Act 1986 (wrongful trading).

(3) (a) The following liabilities are excluded from sub-paragraph (2)(a):

(i) fines;

(ii) costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud, dishonesty or wilful or reckless misconduct of the Director or other officer;

(iii) liabilities to the charity that result from conduct that the Director or other officer knew or must be assumed to have known was not in the best interests of the charity or about which the person concerned did not care whether it was in the best interests of the charity or not.

b) There is excluded from sub-paragraph (2) (b) any liability to make such a contribution where the basis of the Director's liability is his or her knowledge prior to the insolvent liquidation of the charity (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the charity would avoid going into insolvent liquidation.

5 (1) The income and property of the charity shall be applied solely towards the promotion of the Objects.

(2) (a) A Director is entitled to be reimbursed from the property of the charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the charity.

(b) Subject to the restrictions in sub-clause 4, a Director may benefit from Trustee indemnity insurance cover purchased at the charity's expense.

(c) A Director may receive an indemnity from the charity in the circumstances specified in article 33.

(3) None of the income or property of the charity may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the charity.

(4) No Director may:

(a) buy any goods or services from the charity;

(b) sell goods, services, or any interest in land to the charity;

(c) be employed by, or receive any remuneration from the charity;

(d) receive any other financial benefit from the charity;

unless:

either

- (i) the payment is permitted by sub-paragraph (5) of this paragraph, does not exceed an amount that is reasonable in all the circumstances and does not result in a majority of the Directors having received a financial benefit from the charity; or
  - (ii) the Director is receiving the same benefit from the charity as he or she would were he or she not a Director; or
  - (iii) the Directors obtain the prior written approval of the Commission and fully comply with any procedures it prescribes.
- (5) (a) (i) A Director may receive a benefit from the charity in the capacity of a beneficiary of the charity.
- (ii) A Director may enter into a contract for the supply of goods or services to the charity where that is permitted in accordance with, and subject to the conditions in section 73A of the Charities Act 1993.
  - (iii) A Director may receive interest on money lent to the charity at a reasonable and proper rate which must be 2% (or more) per annum below the base rate of a clearing bank to be selected by the Directors provided that if such base rate is less than 2% then that reasonable and proper rate may be half of that base rate.
  - (iv) A company of which a Director is a member may receive fees remuneration or other benefit in money or money's worth provided that the shares of the company are listed on a recognised stock exchange and the Director holds no more than 1% of the issued capital of that company.
  - (v) A Director may receive rent for premises let by the Director to the charity if the amount of the rent and the other terms of the lease are reasonable and proper and provided that such a Director shall withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
  - (vi) The Directors may arrange for the purchase, out of the funds of the charity, of insurance designed to indemnify the Directors in accordance with the terms of, and subject to the conditions in, section 73F of the Charities Act 1993.
- (b) The employment or remuneration of a Director includes the engagement or remuneration of any firm or company in which the Director is:
- (i) a partner;
  - (ii) an employee;
  - (iii) a consultant;
  - (iv) a director; or

(v) a shareholder, unless the shares of the company are listed on a recognised stock exchange and the Director holds less than 1% of the issued capital.

(6) In sub-paragraphs (2)-(5) of this Article 5:

(a) "charity" shall include any company in which the charity:

- holds more than 50% of the shares; or
- controls more than 50% of the voting rights attached to the shares; or
- has the right to appoint one or more directors to the Board of the company;

(b) "Director" shall include any child, parent, grandchild, grandparent, brother, sister, spouse or civil partner of the Director or any person living with the Director as his or her partner.

(7) If a conflict of interests arises for a Director because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in these articles, the unconflicted Directors may authorise such a conflict of interests where the following conditions apply:

- (a) the conflicted Director is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;
- (b) the conflicted Director does not vote on any such matter and is not to be counted when considering whether a quorum of Directors is present at the meeting;
- (c) the unconflicted Directors consider it is in the interests of the charity to authorise the conflict of interest in the circumstances applying.

6 The liability of the members is limited.

7 Every member promises, if the charity is dissolved while he or she is a member or within twelve months after he or she ceases to be a member, to contribute such sum (not exceeding £10) as may be demanded of him or her towards the payment of the debts and liabilities of the charity incurred before he or she ceases to be a member, and of the costs charges and expenses of winding up, and the adjustment of the rights of the contributories among themselves.

8 (1) The members of the charity may at any time before, and in expectation of, its dissolution resolve that any net assets of the charity after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the charity be applied or transferred in any of the following ways:

- (a) directly for the Objects; or

- (b) by transfer to any charity or charities for purposes similar to the Objects; or
  - (c) to any charity for use for particular purposes that fall within the Objects.
- (2) In no circumstances shall the net assets of the charity be paid to or distributed among the members of the charity (except to a member that is itself a charity) and if no such resolution is passed by the members or the Directors the net assets of the charity shall be applied for charitable purposes as directed by the court or the Commission.

### **Interpretation.**

9 In these articles:

“the 1985 Act” means the Companies Act 1985;

“the 2006 Act” means the Companies Act 2006”;

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

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

“the Bishop” means the person appointed to be the diocesan bishop of Nottingham or, if there is no diocesan bishop currently appointed, the person on whom the governance of the Diocese of Nottingham devolves whether or not he has received episcopal consecration.

“clear days” in relation to the period of a notice means a period excluding:

- the day when the notice is given or deemed to be given; and
- the day for which it is given or on which it is to take effect;

“the Commission” means the Charity Commission for England and Wales;

“officers” includes the Directors and the secretary;

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

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

“the Directors” means the directors of the charity. The directors are charity trustees as defined by Section 97 of the Charities Act 1993;

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

words importing one gender shall include all genders, and the singular includes the plural and vice versa.

Unless the context otherwise requires words or expressions contained in these articles have the same meaning as in the 1985 Act or the 2006 Act but excluding any statutory modification not in force when this constitution becomes binding on the charity.

Apart from the exception mentioned in the previous paragraph a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.

The model articles for private companies limited by guarantee contained in the Companies Model Articles Regulations 2008 shall not apply to the charity.

### **Members**

- 10 (1) The subscribers to these articles are the first members of the Charity.
- (2) Membership is open to other individuals who:
- (a) are able and willing to act as a Director; and
  - (b) are approved by the Directors
- (3) Membership is not transferable to anyone else.
- (3) The Directors must keep a register of names and address of the Members.
- (4) Membership is terminated if:
- (a) the member dies;
  - (b) the member resigns by written notice to the charity unless, after the resignation, there would be fewer than two members;
  - (c) any sum due from the member to the charity is not paid in full within six months of its falling due;
  - (d) the member ceases to be a Director of the charity.

### **General Meetings**

- 11 (1) The Directors may call a general meeting at any time;
- (2) The proceedings and arrangements for general meetings and for written resolutions shall be the same as for meetings and resolutions in writing for Directors subject to the provisions of the 1985 Act, the 2006 Act, these articles or any special resolution.

## **Directors**

- 12 (1) The Bishop shall be a Director unless he would be disqualified under the provisions of article 15 or otherwise.
- (2) A Director must be a natural person aged 16 years or older.
- (3) No one may be appointed a Director if he or she would be disqualified from acting under the provisions of article 15 or otherwise.
- (4) The number of Directors shall be not fewer than four but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum.
- (5) The first Directors shall be those persons notified to Companies House as the first directors of the charity.
- (6) A Director may not appoint an alternate director or anyone to act on his or her behalf at meetings of the Directors.
- (7) The Directors of the charity shall be its members for the time being.

## **Powers of Directors**

- 13 (1) The Directors shall manage the business of the charity and may exercise all the powers of the charity unless they are subject to any restrictions imposed by the 1985 Act or the 2006 Act, these articles or any special resolution.
- (2) No alteration of the articles or any special resolution shall have retrospective effect to invalidate any prior act of the Directors.
- (3) Any meeting of Directors at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Directors.

## **The Appointment, Disqualification and Removal of Directors**

- 14 (1) The Directors may appoint a person who is willing to act to be a Director.
- (2) The appointment of a Director, whether by the charity in general meeting or by the other Directors, must not cause the number of Directors to exceed any number fixed as the maximum number of Directors.
- 15 A Director shall cease to hold office if he or she:
- (1) ceases to be a Director by virtue of any provision in the Act or is prohibited by law from being a director;



- (2) is disqualified from acting as a Trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
- (3) ceases to be a member of the charity;
- (4) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- (5) resigns as a Director by notice to the charity (but only if at least two Directors will remain in office when the notice of resignation is to take effect); or
- (6) is absent without the permission of the Directors from all their meetings held within a period of six consecutive months and the Directors resolve that his or her office be vacated; or
- (7) is required to do so by resolution of the remaining Directors.

#### **Directors' remuneration**

16 The Directors must not be paid any remuneration unless it is authorised by article 5.

#### **Proceedings of Directors**

- 17 (1) The Directors may regulate their proceedings as they think fit, subject to the provisions of the articles.
- (2) Any Director may call a meeting of the Directors.
  - (3) The secretary must call a meeting of the Directors if requested to do so by a Director.
  - (4) Questions arising at a meeting shall be decided by a majority of votes.
  - (5) No decision with which the Bishop has signified his disagreement shall be put into effect.
- 18 (1) No decision may be made by a meeting of the Directors unless a quorum is present at the time the decision is purported to be made.
- (2) The quorum shall be two or the number nearest to one third of the total number of Directors, whichever is the greater, or such larger number as may be decided from time to time by the Directors.
  - (3) A Director shall not be counted in the quorum present when any decision is made about a matter upon which that Director is not entitled to vote.

- 19 If the number of Directors is fewer than the number fixed as the quorum, the continuing Directors or Director may act only for the purpose of filling vacancies or of calling a general meeting.
- 20 (1) The Bishop shall chair the meetings of Directors.
- (2) If the Bishop is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the Directors present may appoint one of their number to chair that meeting.
- (3) The person who chairs meetings of the Directors shall have no functions or powers except those conferred by these articles or delegated to him or her by the Directors.
- 21 (1) A resolution in writing agreed by a simple majority, which includes the Bishop, of all the Directors entitled to receive notice of a meeting of Directors or of a committee of Directors and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Directors or (as the case may be) a committee of Directors duly convened and held provided that:
- (a) a copy of the resolution is sent or submitted to all the Directors eligible to vote; and
- (b) a simple majority of Directors, which includes the Bishop, has signified its agreement to the resolution in an authenticated document or documents which are received at the registered office within the period of 28 days beginning with the circulation date.
- (2) The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more Directors has signified their agreement.

### **Delegation**

- 22 (1) The Directors may delegate any of their powers or functions to a committee of two or more Directors but the terms of any delegation must be recorded in the minute book.
- (2) The Directors may impose conditions when delegating, including the conditions that:
- the relevant powers are to be exercised exclusively by the committee to whom they delegate;
  - no expenditure may be incurred on behalf of the charity except in accordance with a budget previously agreed with the Directors.
- (3) The Directors may revoke or alter a delegation.
- (4) All acts and proceedings of any committees must be fully and promptly reported to the Directors.

(5) No decision with which the Bishop has signified his disagreement shall be put into effect.

23 (1) A Director must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the charity or in any transaction or arrangement entered into by the charity which has not previously been declared.

(2) Subject to sub paragraph 23 (3) a Director must absent himself or herself from any discussions of the Directors in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the charity and any personal interest (including but not limited to any personal financial interest).

(3) A Director need not absent himself when a discussion and decision is to be taken over such Director or Directors receiving the same benefit from the Charity as he or she would were he or she not a Director.

24 (1) Subject to paragraph 24(2), all acts done by a meeting of Directors, or of a committee of Directors, shall be valid notwithstanding the participation in any vote of a Director:

- who was disqualified from holding office;
- who had previously retired or who had been obliged by the constitution to vacate office;
- who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;

if without:

- the vote of that Director; and
- that Director being counted in the quorum;

the decision has been made by a majority of the Directors at a quorate meeting.

(2) Paragraph 24(1) does not permit a Director to keep any benefit that may be conferred upon him or her by a resolution of the Directors or of a committee of Directors if, but for paragraph 24(1), the resolution would have been void, or if the Director has not complied with article 23.

#### Seal

25 If the charity has a seal it must only be used by the authority of the Directors or of a committee of Directors authorised by the Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise determined it shall be signed by a Director and by the secretary or by a second Director.

### **Minutes**

26 The Directors must keep minutes of all:

- (1) appointments of officers made by the Directors;
- (2) proceedings at meetings of the charity;
- (3) meetings of the Directors and committees of Directors including:
  - the names of the Directors present at the meeting;
  - the decisions made at the meetings; and
  - where appropriate the reasons for the decisions.

### **Accounts**

27 (1) The Directors must prepare for each financial year accounts as required by the 2006 Act. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.

(2) The Directors must keep accounting records as required by the 2006 Act.

### **Annual Report and Return and Register of Charities**

28 (1) The Directors must comply with the requirements of the Charities Act 1993 with regard to:

- (a) the transmission of the statements of account to the charity;
  - (b) the preparation of an Annual Report and its transmission to the Commission;
  - (c) the preparation of an Annual Return and its transmission to the Commission.
- (2) The Directors must notify the Commission promptly of any changes to the charity's entry on the Central Register of Charities.

29 Any notice to be given to or by any person pursuant to the articles:

- (1) must be in writing; or
- (2) must be given using electronic communications.

30 (1) The charity may give any notice to a member either:

(a) personally; or

(b) by sending it by post in a prepaid envelope addressed to the member at his or her address; or

(c) by leaving it at the address of the member; or

(d) by giving it using electronic communications to the member's address.

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

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

32 (1) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.

(2) Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given.

(3) A notice shall be deemed to be given:

(a) 48 hours after the envelope containing it was posted; or

(b) in the case of an electronic communication, 48 hours after it was sent.

### **Indemnity**

33 The charity may indemnify any Director, Auditor, Reporting Accountant, or other officer of the charity against any liability incurred by him or her in that capacity to the extent permitted by sections 232 to 234 of the 2006 Act.

### **Rules**

34 (1) The Directors may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the charity.

Name:

EDWARD S. POYSEB

Address:

WILSON HOUSE

25 DOORY ROAD


DOTTINGHAM N.H. 514


Occupation:


Chartered Accountant


- (2) The bye laws may regulate the following matters but are not restricted to them:
- (a) the admission of members of the charity (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;
  - (b) the conduct of members of the charity in relation to one another, and to the charity's employees and volunteers;
  - (c) the setting aside of the whole or any part or parts of the charity's premises at any particular time or times or for any particular purpose or purposes;
  - (d) the procedure at general meetings and meetings of the Directors in so far as such procedure is not regulated by the Act or by these Articles;
  - (e) generally, all such matters as are commonly the subject matter of company rules.
- (3) The charity in general meeting has the power to alter, add to or repeal the rules or bye laws.
- (4) The Directors must adopt such means as they think sufficient to bring the rules and bye laws to the notice of members of the charity.
- (5) The rules or bye laws, shall be binding on all members of the charity. No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the articles.

Signatures, Names and Addresses of Subscribers

 ..... Right Reverend M.P. McMahon, Bishop of Nottingham

 ..... Reverend K. F. Lee

 ..... Reverend E.S. Jarosz

 ..... Reverend D. Forde

all of Willson House, 25 Derby Road, Nottingham NG1 5AW

Dated:

 .....

Witness to the above Signatures:

 .....

