

Companies Acts 1985 to 2006

Company limited by guarantee

ARTICLES OF ASSOCIATION

of

THE OXFORD DIOCESAN BOARD OF FINANCE

Draft

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**ARTICLES OF ASSOCIATION OF
THE OXFORD DIOCESAN BOARD OF FINANCE**

Introduction

- 1.1 These Articles set out the constitution of the charity known as The Oxford Diocesan Board of Finance (the '*ODBF*') a company limited by guarantee first registered on 10 February 1916
- 1.2 These Articles are to be interpreted without reference to the model articles under the Companies Acts, which do not apply to the *ODBF*.
- 1.3 In these Articles, unless the context indicates another meaning:

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| <i>Articles</i> | means the <i>ODBF</i> 's Articles of Association and 'Article' refers to a particular Article; |
| <i>Bishop's Council</i> | means the Standing Committee of the Diocesan Synod and the Directors of the <i>ODBF</i> ; |
| <i>Chair</i> | means the member of the <i>ODBF</i> elected to act as its chair in accordance with Articles 6.4 and 6.5; |
| <i>ODBF</i> | means the charitable company governed by these Articles; |
| <i>Charities Acts</i> | means the Charities Acts 1992 to 2011; |
| <i>Church Representation Rules</i> | means the rules made by the General Synod from time to time in pursuance of powers contained in the Church of England (Synodical Government) Measure 1969; |
| <i>Clear Day</i> | does not include the day on which notice is given or the day of the meeting or other event; |
| <i>Commission</i> | means the Charity Commission for England and Wales or any body which replaces it; |
| <i>Companies Acts</i> | means the Companies Acts 1985 to 2006; |

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| <i>Conflicted Director</i> | means a Director in respect of whom a conflict of interest arises or may reasonably arise because the Conflicted Director or a Connected Person is receiving or stands to receive a Material Benefit (other than payment of a premium for indemnity insurance) from the ODBF, or has some separate interest or duty in a matter to be decided, or in relation to information which is confidential to the ODBF; |
| <i>Connected Person</i> | means, in relation to a Director, a person with whom the Director shares a common interest such that he/she may reasonably be regarded as benefiting directly or indirectly from any material benefit received by that person, being either a member of the Director's family or household or a person or body who is a business associate of the Director, but (for the avoidance of doubt) does not include a company with which the Director's only connection is an interest consisting of no more than 1% of the voting rights; |
| <i>Constitution</i> | means these Articles and any special resolutions relating to them; |
| <i>Director(s)</i> | means the company directors of the ODBF; |
| <i>Diocesan Synod</i> | means the Diocesan Synod of the Diocese of Oxford established in accordance with the Church of England (Synodical Government) Measure 1969; |
| <i>Electronic Means</i> | refers to communications addressed to specified individuals by telephone, fax, email or similar decipherable means of communication, and in relation to meetings, by telephone conference call or video conference; |
| <i>Financial Expert</i> | means an individual, company or firm reasonably believed by the Directors to be competent to give investment advice under the Director Act 2000; |
| <i>Financial Year</i> | means the ODBF's financial year; |
| <i>Indemnity Insurance</i> | has the meaning prescribed by the Charities Acts; |
| <i>Material Benefit</i> | means a benefit, direct or indirect, which may not be financial but has a monetary value or other advantage (and for these purposes receipt of pastoral ministry or other services from any person in receipt of funding provided by the ODBF shall not be included); |
| <i>Member and Membership</i> | refer to company membership of the ODBF; |
| <i>Memorandum</i> | means the ODBF's Memorandum of Association dated 4 February 1916 as amended from time to time; |
| <i>Month</i> | means calendar month; |

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| <i>Ordinary Resolution</i> | means a resolution agreed by a simple majority of the Members present and voting at a general meeting or in the case of a written resolution by Members who together hold a simple majority of the voting power. |
| <i>Objects</i> | means the Objects of the ODBF as defined in Article 2; |
| <i>Resolution in Writing</i> | means a written resolution of the Directors; |
| <i>Secretary</i> | means a company secretary; |
| <i>Special Resolution</i> | means a resolution of which at least 14 days' notice has been given agreed by a 75% majority of the Members present and voting at a general meeting; |
| <i>Standing Orders</i> | means the Standing Orders for the Diocesan Synod issued from time to time under the authority of the Diocesan Synod in accordance with the Church Representation Rules |
| <i>Vice-Chair</i> | means the member of the ODBF elected to act as its Vice-chair in accordance with Articles 6.4 and 6.5; |
| <i>Taxable Trading</i> | means carrying on a trade or business in such manner or on such a scale that some or all of the profits are subject to corporation tax; |
| <i>Written or In Writing</i> | means a legible document on paper or a document sent by electronic means which is capable of being printed out on paper; |
| <i>Written Resolution</i> | means an ordinary or a special resolution which is in writing; |
| <i>Year</i> | means calendar year. |

1.4 Expressions not otherwise defined which are defined in the Companies Acts have the same meaning in these Articles.

1.5 References to an Act of Parliament or Measure of the General Synod are to that Act or Measure as amended or re-enacted from time to time and to any subordinate legislation, statutory guidance or Codes of Practice made or issued under it.

Objects

2.1 The **Objects** of the ODBF are to benefit the public by promoting and assisting the mission and other work of the Church of England in and beyond the boundaries of the diocese of Oxford by raising, collecting and expending funds in connection with :

- (1) Training, funding and other support for ministry (both clerical and lay) within the diocese of Oxford and in the wider Church of England, Anglican Communion, and other Christian churches with which the Church of England has ecumenical relationships or otherwise recognises as partners in its mission
- (2) Provision for pensions for retired ministers (both clerical and lay) and support for their dependants
- (3) Management of investments and historic assets and in accordance with the Endowments and Glebe Measure 1976 and otherwise
- (4) Support for the work of the Diocesan Board of Education and other trusts and related bodies involved with the work of schools in the diocese of Oxford
- (5) Support for other charitable trusts established in connection with the work of parishes and other related bodies throughout the diocese of Oxford

2.2 This provision may be amended by **special resolution** but only with the prior written consent of the Bishop of Oxford.

Powers

3. The ODBF has the following powers, which may be exercised only in promoting the

Objects:

- 3.1 to raise and collect funds by allocation from deaneries and parishes throughout the diocese of Oxford;
- 3.2 to employ clergy, lay ministers, and other staff to be involved in pastoral, evangelistic and other aspects of the work and administration of the Church of England within the Diocese;
- 3.3 to carry out research and to provide advice or information;
- 3.4 to co-operate with other bodies;
- 3.5 to support, administer or set up other charities;
- 3.6 to accept gifts and to raise funds (but not by means of **taxable trading**);

- 3.7 to borrow money;
- 3.8 to give security for loans or other obligations (but only in accordance with the restrictions imposed by the **Charities Act**);
- 3.9 to acquire or hire property of any kind including (but not limited to) parsonage houses to be vested in incumbents of benefices, other housing for occupation by clergy and other clerical and lay ministers, and to maintain the same;
- 3.10 to let or dispose of property of any kind (but only in accordance with the restrictions imposed by the Charities Act, schemes made under the Mission and Pastoral Measure 2011 and other relevant legislation);
- 3.11 to set aside funds for special purposes or as reserves against future expenditure;
- 3.12 to deposit or invest its funds in any manner (but to invest only after obtaining such advice from a **financial expert** as the **Directors** consider necessary and having regard to the suitability of investments and the need for diversification);
- 3.13 to delegate the management of investments to a financial expert, but only on terms that:
- (1) the investment policy is set down **in writing** for the financial expert by the Directors;
 - (2) timely reports of all transactions are provided to the Directors;
 - (3) the performance of the investments is reviewed regularly with the Directors;
 - (4) the Directors are entitled to cancel the delegation arrangement at any time;
 - (5) the investment policy and the delegation arrangement are reviewed at least once a year;
 - (6) all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Directors on receipt; and
 - (7) the financial expert must not do anything outside the powers of the ODBF;
- 3.14 to insure the property of the ODBF against any foreseeable risk and take out other insurance policies to protect the ODBF when required;

- 3.15 subject to **Article 7.3**, to employ paid or unpaid agents, staff or advisers;
- 3.16 to enter into contracts to provide services to or on behalf of other bodies;
- 3.17 to establish or acquire subsidiary companies;
- 3.18 to do anything else within the law which promotes or helps to promote the Objects.

Membership and Presidency

- 4.1 The ODBF must maintain a register of **Members**.
- 4.2 **Membership** is to be coterminous with the membership for the time being of the Diocesan Synod, whether such membership is *ex officio*, elected or otherwise appointed in accordance with the relevant provisions of the Church Representation Rules and the Diocesan Synod's Standing Orders, all being persons who support the Objects but subject to Article 4.3 below.
- 4.3 No person who is employed by the ODBF may be a Member notwithstanding that he or she may have been elected to the Diocesan Synod or otherwise entitled to membership of it *ex officio*, or by nomination or co-option or other appointment.
- 4.4 Membership is not transferable and membership shall continue only for so long as an individual shall continue to be a member of the Diocesan Synod.
- 4.5 The Bishop of Oxford for the time being shall be the President of the ODBF.

Bishop's Council as Directors of the ODBF

- 5.1 The Directors of the ODBF shall be the members for the time being of the Bishop's Council (itself being the Standing Committee of the Diocesan Synod) elected or appointed in accordance with the timetable for elections and all other relevant provisions of the Church Representation Rules and the Diocesan Synod's Standing Orders
- 5.2 The Directors shall have control of the ODBF and its property and funds
- 5.3 A Director may not act as a Director unless he/she
 - (1) is a Member; and

- (2) has signed a written declaration of willingness to act as a charity trustee under the Charities Acts and of eligibility to do so
- 5.4 A retiring Director who is eligible under Article 4.3 may be reappointed.
- 5.5 A Director's term of office as such automatically terminates if he/she:
- (1) ceases to be a member of the Diocesan Synod
 - (2) is disqualified under the Charities Acts from acting as a charity trustee;
 - (3) is incapable, whether mentally or physically, of managing his or her own affairs;
 - (4) is absent without permission from three consecutive meetings of the Directors and is asked by a majority of the other Directors to resign (whereupon his or her place on the Standing Committee of the Diocesan Synod shall also be deemed to have been vacated);
- or
- (5) resigns by written notice to the Bishop of Oxford (and such resignation, if accepted, shall operate also to vacate his or her place on the Standing Committee).
- 5.6 A technical defect in the appointment of a Director of which the Directors are unaware at the time does not invalidate decisions taken at any of its meetings.

Financial Proceedings of the Bishop's Council

- 6.1 The Directors shall hold at least two meetings each year in conjunction with meetings of the Standing Committee.
- 6.2 A quorum at a meeting of the Directors shall be ten, or one third of the Directors, whichever number shall be the greater.
- 6.3 A meeting of the Directors may be held either in person or by suitable **electronic means** agreed by the Directors in which all participants may communicate with all the other participants but at least one meeting in each year must be held in person.
- 6.4 The Members of the ODBF shall elect a **Chair** and a **Vice-Chair** at its first meeting in each triennium of the Diocesan Synod (or from time to time during the triennium if a

vacancy shall arise in either office for any reason) to serve until the election of their successors at the first meeting of the next triennium

- 6.5 The offices of Chair and Vice-Chair may be held either by a lay person or by a person who has been ordained provided that one of such offices shall at all times be held by a lay person
- 6.6 The **Chair** (or if the Chair is unable or unwilling to do so) the **Vice-Chair** shall preside at each meeting.
- 6.7 Any issue may be determined by a simple majority of the votes cast at a meeting, but a resolution agreed by a majority of the Directors (other than any **Conflicted Director** who has not been authorised to vote) is as valid as a resolution passed at a meeting.
- 6.8 Every Director has one vote on each issue but, in case of equality of votes, the chairman of the meeting has a second or casting vote.
- 6.9 A procedural defect of which the Directors are unaware at the time does not invalidate decisions taken at a meeting.

Directors' powers

7. The Directors shall have the following powers in the administration of the ODBF in their capacity as company directors:
- 7.1 To appoint (and remove) any person (who may not himself or herself be a Director) to act as **Secretary** in accordance with the Companies Act, and any other officers provided for by the Standing Orders
- 7.2 To delegate any of their functions to committees consisting of two or more individuals appointed by them. A majority of the members of every committee must be Directors and all proceedings of committees must be reported promptly to the Directors.

- 7.3 To make rules consistent with the Standing Orders, the Articles and the Companies Acts to govern their proceedings and proceedings of committees, to govern the administration of the ODBF and the use of its seal.
- 7.4 To exercise in their capacity as Directors any powers of the ODBF which are not reserved to the Members.

Benefits and Conflicts

- 8.1 The property and funds of the ODBF must be used only for promoting the Objects and do not belong to the Members but subject to compliance with Article 8.4:
- (1) Members who are not Directors or **Connected Persons** may be employed by or enter into contracts with the ODBF and receive reasonable payment for goods or services supplied;
 - (2) Members, Directors and Connected Persons may:
be paid interest at a reasonable rate on money lent to the ODBF;
 - (3) Members, Directors and Connected Persons may be paid a reasonable rent or hiring fee for property let or hired to the ODBF; and
 - (4) Members, Directors and Connected Persons may receive charitable benefits on the same terms as any other beneficiary of the ODBF;
 - (5) Members, Directors and Connected Persons may receive normal stipendiary and pension payments from the ODBF (or any other body which is funded by the ODBF) where he or she would otherwise be entitled to such payments in respect of his or her role as a minister (clerical or lay) in the Church of England.
- 8.2 A Director must not receive any payment of money or other **material benefit** (whether directly or indirectly) from the ODBF except:
- (1) as mentioned in Articles 8.1 or 8.3;

- (2) reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred on diocesan business;
- (3) the benefit of **indemnity insurance** as permitted by the Charities Acts;
- (4) an indemnity in respect of any liabilities properly incurred on diocesan business (including the costs of a successful defence to criminal proceedings);
- (5) in exceptional cases, other payments or benefits (but only with the written consent of the Commission in advance and where required by the Companies Acts the approval or affirmation of the Members).

8.3 No Director or Connected Person may be employed by the ODBF except in accordance with Article 8.2(5), but any Director or Connected Person may enter into a written contract with the ODBF, as permitted by the Charities Acts, to supply goods or services in return for a payment or other material benefit but only if:

- (1) the goods or services are actually required by the ODBF, and the Directors decide that it is in the best interests of the ODBF to enter into such a contract and note the reason for their decision in the Directors' minutes;
- (2) the nature and level of the remuneration is no more than is reasonable in relation to the value of the goods or services and is set in accordance with the procedure in Article 8.4; and
- (3) no more than half of the Directors are subject to such a contract in any financial year.

8.4 Subject to Clause 8.5, any Director who becomes a Conflicted Director in relation to any matter must:

- (1) declare the nature and extent of his or her interest before discussion begins on the matter;
- (2) withdraw from the meeting for that item after providing any information requested by the Directors;

- (3) not be counted in the quorum for that part of the meeting; and
- (4) be absent during the vote and have no vote on the matter.

8.5 When any Director is a Conflicted Director, the Directors who are not Conflicted Directors, if they form a quorum without counting the Conflicted Director and are satisfied that it is in the best interests of the ODBF to do so, may by resolution passed in the absence of the Conflicted Director authorise the Conflicted Director, notwithstanding any conflict of interest or duty which has arisen or may arise for the Conflicted Director, to:

- (1) continue to participate in discussions leading to the making of a decision and/or to vote, or
- (2) disclose to a third party information confidential to the ODBF, or
- (3) take any other action not otherwise authorised which does not involve the receipt by the Conflicted Director or a Connected Person of any payment or material benefit from the ODBF or
- (4) refrain from taking any step required to remove the conflict.

8.6 This provision may be amended by special resolution but, where the result would be to permit any material benefit to a Director or Connected Person, only with the prior written consent of the Commission.

Records and Accounts

9.1 The Directors must comply with the requirements of the Companies Acts and of the Charities Acts as to keeping records, the audit or independent examination of accounts and the preparation and transmission to the Registrar of Companies and the Commission of information required by law including:

- (1) annual returns;
- (2) annual reports; and

(3) annual statements of account.

9.2 The Directors must also keep records of:

- (1) all proceedings at meetings of the Directors;
- (2) all resolutions in writing;
- (3) all reports of committees; and
- (4) all professional advice obtained.

9.3 Accounting records relating to the ODBF must be made available for inspection by any Director at any reasonable time by prior appointment during normal office hours and may be made available for inspection by Members who are not Directors if the Directors so decide.

9.4 A copy of the ODBF's Articles and latest available financial statements must be supplied on request to any Director. Copies of the latest financial statements must also be supplied in accordance with the Charities Acts to any other person who makes a written request and pays the ODBF's reasonable costs.

General Meetings

10.1 Members are entitled to attend general meetings in person or by proxy (but only if the appointment of a proxy is in writing and notified to the Secretary before the commencement of the meeting).

10.2 General meetings are called on at least 14 and not more than 56 **clear days'** written notice indicating the business to be discussed and (if a special resolution is to be proposed) setting out the terms of the proposed special resolution.

10.3 There is a quorum at a general meeting if the number of Members of each house of the Diocesan Synod present in person or by proxy is at least one third of the membership of each house

- 10.4 The chair at a general meeting is to be taken by the Chair or in his or her absence the Vice-Chair
- 10.5 Except where otherwise provided by the Articles or the Companies Acts, every issue is decided by **ordinary resolution**.
- 10.6 Every Member present in person or by proxy has one vote on each issue.
- 10.7 Except where otherwise provided by the Standing Orders, the Articles or the Companies Acts, a written resolution (whether an ordinary or a special resolution) is as valid as an equivalent resolution passed at a general meeting.
- 10.8 The ODBF shall hold an annual general meeting each year at not less than fifteen month intervals.
- 10.9 Members must annually:
- (1) receive the accounts of the ODBF for the previous **financial year**;
 - (2) receive a written report on the ODBF's activities;
 - (3) be informed of the resignation of Directors;
 - (4) note the election of Directors to fill the vacancies arising;
 - (5) appoint auditors for the ODBF;
- 10.10 A general meeting may be called by the Chair or the Vice-Chair at any time and must be called within 28 days of a written request from 20 or more Members.
- 10.11 A technical defect in the appointment of a Member of which the Members are unaware at the time does not invalidate a decision taken at a general meeting or a resolution in writing.

Limited Liability

11. The liability of Members is limited.

Guarantee

12. Every Member promises, if the ODBF is dissolved while he/she remains a Member or within one year after he/she ceases to be a member, to pay up to £1 towards:

- 12.1 payment of those debts and liabilities of the ODBF incurred before he/she ceased to be a Member;
- 12.2 payment of the costs, charges and expenses of winding up; and
- 12.3 the adjustment of rights of contributors among themselves.

Communications

13.1 Notices and other documents to be served on Members or Directors under the Articles or the Companies Act may be served:

- (1) by hand;
- (2) by post;
- (3) by e-mail or other electronic means including publication on the ODBF's website.

13.2 The only address at which a Member is entitled to receive notices sent by post is an address in the U.K. shown in the register of Members.

13.3 Any notice given in accordance with these Articles is to be treated for all purposes as having been received:

- (1) 24 hours after being sent by electronic means, posted on the ODBF's website or delivered by hand to the relevant address;
 - (2) two clear days after being sent by first class post to that address;
 - (3) three clear days after being sent by second class or overseas post to that address;
 - (4) immediately on being handed to the recipient personally;
- or, if earlier,
- (5) as soon as the recipient acknowledges actual receipt.

13.4 A technical defect in service of which the Directors are unaware at the time does not invalidate decisions taken at a meeting.

Dissolution

14.1 If the ODBF is dissolved, the assets (if any) remaining after providing for all its liabilities must be applied in one or more of the following ways:

- (1) by transfer to one or more other bodies established for exclusively charitable purposes serving the diocese of Oxford, and having the same or similar Objects;
- (2) in such other manner consistent with charitable status as the Bishop of Oxford approves in writing in advance.

14.2 A final report and statement of account must be sent to the Commission.

14.3 This provision may be amended by special resolution but only with the prior written consent of the Bishop of Oxford.

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