



CHARITY COMMISSION  
FOR ENGLAND AND WALES

Charitable Companies:  
Articles of Association for  
Farncombe Day Centre Ltd  
Company Number 10847748  
Charity Number 1175294

## COMPANY NOT HAVING A SHARE CAPITAL

### Articles of Association for a Charitable Company

#### Articles of Association of

Farncombe Day Centre Limited.....

.....

#### 1 The company's name is

Farncombe Day Centre Limited.....

The company's number is 10847748.....

The charity's registration number is 1175294 .....

(and in this document it is called the 'charity').

#### Interpretation

#### 2 In the articles:

'address' means a postal address or, for the purposes of electronic communication, a fax number, an e-mail or postal address or a telephone number for receiving text messages in each case registered with the charity;

'the articles' means the charity's articles of association;

'the charity' means the company intended to be regulated by the articles;

'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;

'Companies Acts' means the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the charity;

'the directors' means the directors of the charity. The directors are charity trustees as defined by section 177 of the Charities Act 2011;

'document' includes, unless otherwise specified, any document sent or supplied in electronic form;

'electronic form' has the meaning given in section 1168 of the Companies Act 2006;

'the memorandum' means the charity's memorandum of association;

'officers' includes the directors and the secretary (if any);

'the seal' means the common seal of the charity if it has one;

'secretary' means any person appointed to perform the duties of the secretary of the charity;

'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 the articles have the same meaning as in the Companies Acts 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.

### **Liability of members**

- 3 The liability of the members is limited to a sum not exceeding £1, being the amount that each member undertakes to contribute to the assets of the charity in the event of its being wound up while he, she or it is a member or within one year after he, she or it ceases to be a member, for:
  - (1) payment of the charity's debts and liabilities incurred before he, she or it ceases to be a member;
  - (2) payment of the costs, charges and expenses of winding up; and
  - (3) adjustment of the rights of the contributories among themselves.

## **Objects**

- 4 The charity's objects ('Objects') are specifically restricted to the following:

The object of the charity ("the object") is the relief of elderly people living within Godalming in particular by the provision of facilities for the care, recreation, physical and mental well-being of such persons.

[Nothing in the articles shall authorise an application of the property of the charity for purposes which are not charitable in accordance with section 7 of the Charities and Trustee Investment (Scotland) Act 2005 and/or section 2 of the Charities Act (Northern Ireland) 2008.]

## **Powers**

- 5 The charity has power to do anything which is calculated to further its Object(s) or is conducive or incidental to doing so. In particular, the charity has power:

- (1) to raise funds. In doing so, the charity must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations;
- (2) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- (3) 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 117 and 122 of the Charities Act 2011.
- (4) 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 or as security for a grant or the discharge of an obligation. The charity must comply as appropriate with sections 124 - 126 of the Charities Act 2011 if it wishes to mortgage land;
- (5) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
- (6) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;



- (7) to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity;
- (8) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- (9) 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 article 7 and provided it complies with the conditions in that article;
- (10) to:
  - (a) deposit or invest funds;
  - (b) employ a professional fund-manager; and
  - (c) 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;
- (11) to provide indemnity insurance for the directors in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011;
- (12) 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.

#### **Application of income and property**

- 6 (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) A director may benefit from trustee indemnity insurance cover purchased at the charity's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.
  - (c) A director may receive an indemnity from the charity in the circumstances specified in article 57.

- (d) A director may not receive any other benefit or payment unless it is authorised by article 7.
- (3) Subject to article 7, 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. This does not prevent a member who is not also a director receiving:
- (a) a benefit from the charity in the capacity of a beneficiary of the charity;
  - (b) reasonable and proper remuneration for any goods or services supplied to the charity.

### **Benefits and payments to charity directors and connected persons**

#### **7 (1) General provisions**

No director or connected person may:

- (a) buy any goods or services from the charity on terms preferential to those applicable to members of the public;
- (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 the payment is permitted by sub-clause (2) of this article, or authorised by the court or the prior written consent of the Charity Commission has been obtained.

In this article a 'financial benefit' means a benefit, direct or indirect, which is either money or has a monetary value.

#### **Scope and powers permitting directors' or connected persons' benefits**

- (2)
- (a) A director or connected person may receive a benefit from the charity in the capacity of a beneficiary of the charity provided that a majority of the directors do not benefit in this way.
  - (b) A director or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the charity where that is permitted in accordance with, and subject to the conditions in, sections 185 and 186 of the Charities Act 2011.
  - (c) Subject to sub-clause (3) of this article a director or connected person may provide the charity with goods that are not supplied in connection with services provided to the charity by the director or connected person.

- (d) A director or connected person may receive interest on money lent to the charity at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).
- (e) A director or connected person may receive rent for premises let by the director or connected person to the charity. The amount of the rent and the other terms of the lease must be reasonable and proper. The director concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
- (f) A director or connected person may take part in the normal trading and fundraising activities of the charity on the same terms as members of the public.

**Payment for supply of goods only – controls**

- (3) The charity and its directors may only rely upon the authority provided by sub-clause (2)(c) of this article if each of the following conditions is satisfied:
  - (a) The amount or maximum amount of the payment for the goods is set out in an agreement in writing between the charity or its directors (as the case may be) and the director or connected person supplying the goods ('the supplier') under which the supplier is to supply the goods in question to or on behalf of the charity.
  - (b) The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.
  - (c) The other directors are satisfied that it is in the best interests of the charity to contract with the supplier rather than with someone who is not a director or connected person. In reaching that decision the directors must balance the advantage of contracting with a director or connected person against the disadvantages of doing so.
  - (d) The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the charity.
  - (e) The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of directors is present at the meeting.
  - (f) The reason for their decision is recorded by the directors in the minute book.
  - (g) A majority of the directors then in office are not in receipt of remuneration or payments authorised by article 7.

- (4) In sub-clauses (2) and (3) of this article:
- (a) 'charity' includes any company in which the charity:
- (i) holds more than 50% of the shares; or
  - (ii) controls more than 50% of the voting rights attached to the shares; or
  - (iii) has the right to appoint one or more directors to the board of the company.
- (b) 'connected person' includes any person within the definition in article 61 'Interpretation'.

#### **Declaration of directors' interests**

- 8 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. A director must absent himself or herself from any discussions of the charity 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).

#### **Conflicts of interests and conflicts of loyalties**

- 9 (1) 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 the 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; and
  - (c) the unconflicted directors consider it is in the interests of the charity to authorise the conflict of interests in the circumstances applying.
- (2) In this article a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a director or to a connected person.



## Members

- 10 (1) The subscribers to the memorandum are the first members of the charity.
- (2) Membership is open to directors who:
- (a) apply to the charity in the form required by the directors; and
  - (b) are approved by the directors.
- (3) (a) The directors may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the charity to refuse the application.
- (b) The directors must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.
- (c) The directors must consider any written representations the applicant may make about the decision. The directors' decision following any written representations must be notified to the applicant in writing but shall be final.
- (4) Membership is not transferable.
- (5) The directors must keep a register of names and addresses of the members.

## Classes of membership

- 11 (1) The directors may establish classes of membership with different rights and obligations and shall record the rights and obligations in the register of members.
- (2) The directors may not directly or indirectly alter the rights or obligations attached to a class of membership.
- (3) The rights attached to a class of membership may only be varied if:
- (a) three-quarters of the members of that class consent in writing to the variation; or
  - (b) a special resolution is passed at a separate general meeting of the members of that class agreeing to the variation.
- (4) The provisions in the articles about general meetings shall apply to any meeting relating to the variation of the rights of any class of members.

## **Termination of membership**

12 Membership is terminated if:

- (1) the member dies or, if it is an organisation, ceases to exist;
- (2) the member resigns by written notice to the charity unless, after the resignation, there would be less than two members;
- (3) any sum due from the member to the charity is not paid in full within six months of it falling due;
- (4) the member is removed from membership by a resolution of the directors that it is in the best interests of the charity that his or her or its membership is terminated. A resolution to remove a member from membership may only be passed if:
  - (a) the member has been given at least twenty-one days' notice in writing of the meeting of the directors at which the resolution will be proposed and the reasons why it is to be proposed;
  - (b) the member or, at the option of the member, the member's representative (who need not be a member of the charity) has been allowed to make representations to the meeting.

## **General meetings**

- 13 (1) The charity must hold its first annual general meeting within eighteen months after the date of its incorporation.
- (2) An annual general meeting may be held at the discretion of the directors in any subsequent year.
- 14 The directors may call a general meeting at any time.

## **Notice of general meetings**

- 15 (1) The minimum periods of notice required to hold a general meeting of the charity are:
- (a) twenty-one clear days for an annual general meeting or a general meeting called for the passing of a special resolution;
  - (b) fourteen clear days for all other general meetings.
- (2) A general meeting may be called by shorter notice if it is so agreed by a majority in number of members having a right to attend and vote at the meeting, being a majority who together hold not less than 90 percent of the total voting rights.

- (3) The notice must specify the date time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so. The notice must also contain a statement setting out the right of members to appoint a proxy under section 324 of the Companies Act 2006 and article 22.
- (4) The notice must be given to all the members and to the directors and auditors/independent examiners.

16 The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the charity.

### **Proceedings at general meetings**

- 17 (1) No business shall be transacted at any general meeting unless a quorum is present.
- (2) A quorum is:
  - (a) 3 members present in person or by proxy and entitled to vote upon the business to be conducted at the meeting; or
  - (b) one tenth of the total membership at the timewhichever is the greater.
- (3) The authorised representative of a member organisation shall be counted in the quorum.
- 18 (1) If:
  - (a) a quorum is not present within half an hour from the time appointed for the meeting; or
  - (b) during a meeting a quorum ceases to be present;the meeting shall be adjourned to such time and place as the directors shall determine.
- (2) The directors must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.
- (3) If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the members present in person or by proxy at that time shall constitute the quorum for that meeting.
- 19 (1) General meetings shall be chaired by the person who has been appointed to chair meetings of the directors.
- (2) If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a director nominated by the directors shall chair the meeting.

- (3) If there is only one director present and willing to act, he or she shall chair the meeting.
  - (4) If no director is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present in person or by proxy and entitled to vote must choose one of their number to chair the meeting.
- 20
- (1) The members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.
  - (2) The person who is chairing the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution.
  - (3) No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
  - (4) If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date, time and place of the meeting.
- 21
- (1) Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded:
    - (a) by the person chairing the meeting; or
    - (b) by at least two members present in person or by proxy and having the right to vote at the meeting; or
    - (c) by a member or members present in person or by proxy representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.
  - (2)
    - (a) The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.
    - (b) The result of the vote must be recorded in the minutes of the charity but the number or proportion of votes cast need not be recorded.
  - (3)
    - (a) A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting.
    - (b) If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made.

- (4) (a) A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be members) and who may fix a time and place for declaring the results of the poll.
- (b) The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- (5) (a) A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.
- (b) A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs.
- (c) The poll must be taken within thirty days after it has been demanded.
- (d) If the poll is not taken immediately at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
- (e) If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.

#### **Content of proxy notices**

- 22 (1) Proxies may only validly be appointed by a notice in writing (a 'proxy notice') which-
- (a) states the name and address of the member appointing the proxy;
  - (b) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
  - (c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and
  - (d) is delivered to the charity in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.
- (2) The charity may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- (3) Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.

- (4) Unless a proxy notice indicates otherwise, it must be treated as -
  - (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
  - (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

#### **Delivery of proxy notices**

- 22A (1) A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the charity by or on behalf of that person.
- (2) An appointment under a proxy notice may be revoked by delivering to the charity a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
  - (3) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
  - (4) If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

#### **Written resolutions**

- 23 (1) A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that:
- (a) a copy of the proposed resolution has been sent to every eligible member;
  - (b) a simple majority (or in the case of a special resolution a majority of not less than 75%) of members has signified its agreement to the resolution; and
  - (c) it is contained in an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date.
- (2) A resolution in writing may comprise several copies to which one or more members have signified their agreement.
  - (3) In the case of a member that is an organisation, its authorised representative may signify its agreement.



### **Votes of members**

- 24 Subject to article 11, every member, whether an individual or an organisation, shall have one vote.
- 25 Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.
- 26 (1) Any organisation that is a member of the charity may nominate any person to act as its representative at any meeting of the charity.
- (2) The organisation must give written notice to the charity of the name of its representative. The representative shall not be entitled to represent the organisation at any meeting unless the notice has been received by the charity. The representative may continue to represent the organisation until written notice to the contrary is received by the charity.
- (3) Any notice given to the charity will be conclusive evidence that the representative is entitled to represent the organisation or that his or her authority has been revoked. The charity shall not be required to consider whether the representative has been properly appointed by the organisation.

### **Directors**

- 27 (1) A director must be a natural person aged 16 years or older.
- (2) No one may be appointed a director if he or she would be disqualified from acting under the provisions of article 39.
- 28 The minimum number of directors shall be 3 but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum.
- 29 The first directors shall be those persons notified to Companies House as the first directors of the charity.
- 30 A director may not appoint an alternate director or anyone to act on his or her behalf at meetings of the directors.

### **Powers of directors**

- 31 (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 Companies Acts, the 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.

### **Retirement of directors**

- 32 At the first annual general meeting all the directors must retire from office unless by the close of the meeting the members have failed to elect sufficient directors to hold a quorate meeting of the directors. At each subsequent annual general meeting one-third of the directors or, if their number is not three or a multiple of three, the number nearest to one-third, must retire from office. If there is only one director he or she must retire.
- 33 (1) The directors to retire by rotation shall be those who have been longest in office since their last appointment. If any directors became or were appointed directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
- (2) If a director is required to retire at an annual general meeting by a provision of the articles the retirement shall take effect upon the conclusion of the meeting.

### **Appointment of directors**

- 34 The charity may by ordinary resolution:
- (1) appoint a person who is willing to act to be a director; and
- (2) determine the rotation in which any additional directors are to retire.
- 35 No person other than a director retiring by rotation may be appointed a director at any general meeting unless:
- (1) he or she is recommended for re-election by the directors; or
- (2) not less than fourteen nor more than thirty-five clear days before the date of the meeting, the charity is given a notice that:
- (a) is signed by a member entitled to vote at the meeting;
- (b) states the member's intention to propose the appointment of a person as a director;
- (c) contains the details that, if the person were to be appointed, the charity would have to file at Companies House; and
- (d) is signed by the person who is to be proposed to show his or her willingness to be appointed.
- 36 All members who are entitled to receive notice of a general meeting must be given not less than seven nor more than twenty-eight clear days' notice of any resolution to be put to the meeting to appoint a director other than a director who is to retire by rotation.

- 37 (1) The directors may appoint a person who is willing to act to be a director.
- (2) A director appointed by a resolution of the other directors must retire at the next annual general meeting and must not be taken into account in determining the directors who are to retire by rotation.
- 38 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.

### **Disqualification and removal of directors**

- 39 A director shall cease to hold office if he or she:
- (1) ceases to be a director by virtue of any provision in the Companies Acts or is prohibited by law from being a director;
  - (2) is disqualified from acting as a trustee by virtue of sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of those provisions);
  - (3) ceases to be a member of the charity;
  - (4) in the written opinion, given to the company, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a director and may remain so for more than three months;
  - (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.

### **Remuneration of directors**

- 40 The directors must not be paid any remuneration unless it is authorised by article 7.

### **Proceedings of directors**

- 41 (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 (if any) 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) In the case of an equality of votes, the person who is chairing the meeting shall have a second or casting vote.
  - (6) A meeting may be held by suitable electronic means agreed by the directors in which each participant may communicate with all the other participants.
- 42 (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. ["Present" includes being present by suitable electronic means agreed by the directors in which a participant or participants may communicate with all the other participants.]
- (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.
- 43 If the number of directors is less than the number fixed as the quorum, the continuing directors or director may act only for the purpose of filling vacancies or of calling a general meeting.
- 44 (1) The directors shall appoint a director to chair their meetings and may at any time revoke such appointment.
- (2) If no-one has been appointed to chair meetings of the directors or if the person appointed 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 appointed to chair meetings of the directors shall have no functions or powers except those conferred by the articles or delegated to him or her by the directors.
- 45 (1) A resolution in writing or in electronic form agreed by all of the directors entitled to receive notice of a meeting of the 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 duly convened and held.
- (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

- 46 (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:
- (a) the relevant powers are to be exercised exclusively by the committee to whom they delegate;
  - (b) 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.

## Validity of directors' decisions

- 47 (1) Subject to article 47(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:
- (a) who was disqualified from holding office;
  - (b) who had previously retired or who had been obliged by the constitution to vacate office;
  - (c) who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;
- if without:
- (d) the vote of that director; and
  - (e) that director being counted in the quorum;
- the decision has been made by a majority of the directors at a quorate meeting.
- (2) Article 47(1) does not permit a director or a connected person 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 article 47(1), the resolution would have been void, or if the director has not complied with article 8.

## **Seal**

48 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 so determined it shall be signed by a director and by the secretary (if any) or by a second director.

## **Minutes**

49 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:
  - (a) the names of the directors present at the meeting;
  - (b) the decisions made at the meetings; and
  - (c) where appropriate the reasons for the decisions.

## **Accounts**

- 50 (1) The directors must prepare for each financial year accounts as required by the Companies Acts. 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 Companies Act.

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

- 51 (1) The directors must comply with the requirements of the Charities Act 2011 with regard to the:
- (a) transmission of a copy of the statements of account to the Commission;
  - (b) preparation of an Annual Report and the transmission of a copy of it to the Commission;
  - (c) 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.



### Means of communication to be used

- 52 (1) Subject to the articles, anything sent or supplied by or to the charity under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the charity.
- (2) Subject to the articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.
- 53 Any notice to be given to or by any person pursuant to the articles:
- (1) must be in writing; or
- (2) must be given in electronic form.
- 54 (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 in electronic form to the member's address.
- (e) by placing the notice on a website and providing the person with a notification in writing or in electronic form of the presence of the notice on the website. The notification must state that it concerns a notice of a company meeting and must specify the place date and time of the meeting.
- (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.
- 55 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.
- 56 (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 an electronic form of notice was given shall be conclusive where the company can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act 2006.

- (3) In accordance with section 1147 of the Companies Act 2006 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 form of communication, 48 hours after it was sent.

#### **Indemnity**

- 57 (1) The charity may indemnify a relevant director against any liability incurred in that capacity, to the extent permitted by sections 232 to 234 of the Companies Act 2006.
- (2) In this article a 'relevant director' means any director or former director of the charity.

## Rules

- 58 (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.
- (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 Companies Acts or by the 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.

## Disputes

- 59 If a dispute arises between members of the charity about the validity or propriety of anything done by the members of the charity under these articles, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

## **Dissolution**

60 (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 or charities for use for particular purposes that fall within the Objects.

(2) Subject to any such resolution of the members of the charity, the directors 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 made for them, shall on or before dissolution of the charity be applied or transferred:

- (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 or charities for use for particular purposes that fall within the Objects.

(3) 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 resolution in accordance with article 60(1) 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**

61. In article 7, sub-clause (2) of article 9 and sub-clause (2) of article 47 'connected person' means:

- (1) a child, parent, grandchild, grandparent, brother or sister of the director;
- (2) the spouse or civil partner of the director or of any person falling within sub-clause (1) above;
- (3) a person carrying on business in partnership with the director or with any person falling within sub-clause (1) or (2) above;

- (4) an institution which is controlled –
  - (a) by the director or any connected person falling within sub-clause (1), (2), or (3) above; or
  - (b) by two or more persons falling within sub-clause 4(a), when taken together
- (5) a body corporate in which –
  - (a) the director or any connected person falling within sub-clauses (1) to (3) has a substantial interest; or
  - (b) two or more persons falling within sub-clause (5)(a) who, when taken together, have a substantial interest.
  - (c) Sections 350–352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this article.

**THE PARISH OF GODALMING**

an invitation to the

**ANNUAL MEETING OF PARISHIONERS**

and

**ANNUAL PAROCHIAL CHURCH MEETING**

(incorporating the Annual District Church Meetings of the  
District of St Peter and St Paul and the District of St Mark)

**on Wednesday 26<sup>th</sup> April 2017**

**at 8.00pm**

**at St Marks Church**



**All are welcome**



## AGENDA

1. Welcome
2. Apologies for Absence

### Meeting of Parishioners

3. To approve the minutes of the meeting held on 27<sup>th</sup> April 2016
4. Election of Churchwardens

### Parochial Church Meeting

5. To approve the minutes of the meeting held on 27<sup>th</sup> April 2016
6. To receive annual reports, including:
  - Electoral Roll;
  - Proceedings of the Parochial Church Council;
  - Fabric, Goods and Ornaments of the Parish;
  - Training;
  - Deanery Synod;
  - Stewardship and the Friends of St Peter & St Paul;
  - Green Oak School
  - any additional reports
7. To receive the Financial Reports including the audited accounts for 2016 (if available)
8. Appointment of Auditor/Independent Examiner
9. Appointment of sidespeople
10. Appointment of Chair of the St Mark's Community Centre Management Committee
11. Election of lay representatives to the Parochial Church Council
12. Churchwardens' Report
13. Any other business

William Bryans (Chairman)  
Jacky Tickner (Hon. Secretary)

**GODALMING PAROCHIAL CHURCH COUNCIL**  
**Minutes of the Annual Meeting of Parishioners and Annual Parochial Church**  
**Meeting**  
**held on Wednesday 27<sup>th</sup> April 2016 in the Octagon**

1. **Present:** Rev'd Canon Mervyn Roberts, Rev'd Robbie Harvie, and 34 parishioners.
  
2. **Apologies for Absence** received from John Belcher, William Bryans, June Davies, Hilary Reeve, Sue Roberts, Margaret Robinson, Tony Russell, Duncan and Jennifer Savage.

**Meeting of Parishioners**

3. The minutes of the meeting held on 27<sup>th</sup> April 2015 were agreed.
  
4. William Bryans and Edwin Powlesland were elected churchwardens for the coming year unanimously.

**Parochial Church Meeting (incorporating the Annual District Church Meetings of the District of Ss Peter & Paul and the District of St. Mark)**

5. **The Minutes** of the Parochial Church Meeting held on 27<sup>th</sup> April 2015 were agreed.
  
6. **Report on the Electoral Roll** The Electoral Roll Officer reported that the Parish Roll contains 251 names. 219 of these are from Ss. Peter & Paul and 32 from St. Mark's. This is an overall increase of 8 from last year.
  
7. **Report on the Proceedings of the PCC** The report was accepted.
  
8. **Finance Report** Presenting the report, Andrew Bolton said that the figures indicated that we are breaking even. A surplus shown in the restricted fund was entirely due to a grant that has been received from Surrey County Council towards the repair of the roof of St Mark's and which has not yet been spent. In general the accounts for 2015 are very much in line with the previous year. The Parish Share was lower in 2015 and can be expected to reduce further in the current year if we continue

to have only one stipendiary priest. He confirmed that we receive no benefit from the rent for St Mark's Vicarage. He announced that the Community Centre has received a substantial grant from a Health Authority in recognition of the Centre's role in helping with the health and welfare of the community. Mervyn Roberts thanked Andrew for his dedication and attention to the accounts. The report was accepted.

9. **Appointment of Independent Examiner** Paul Chamberlain was appointed independent examiner.
10. **Report on the Fabric, Goods and Ornaments of the Parish** Mervyn Roberts announced that the Scouts are close to agreeing a lease for the Scout Hut. He hoped this would lead to more awareness of the relationship between the Scouts and the PCC who are Trustees of the Thackeray Turner Trust through which the hut was donated to the Parish. The Scouts will continue to be responsible for maintaining the building and the new lease will be cost neutral for the Parish. He continued that the churchwardens do a fantastic job on the fabric of the parish often in frustrating circumstances, such as the lack of physical progress on the repairs to the roof of St Mark's and when they receive conflicting "expert" advice concerning the heating of the parish church. The report was accepted.
11. **Deanery Synod Report and Diocesan Synod Report** The reports given to the Annual District meetings were accepted. June Davies has retired as a representative to Deanery synod but is not to be replaced until 2017 when all Deanery synod representatives will be due for election.
12. **Various Other Reports** were accepted by the meeting. Helen Goatley spoke to her report from the Stewardship Committee which had not been printed in the APCM booklet. She said that 25 donors have signed up to the Parish Giving Scheme which is encouraging and she hoped more would sign up over the next few months. Mervyn Roberts reported that there were 3 promising applicants for the position of Headteacher at Green Oak School starting in September and the situation at the School is positive. There are now 165 pupils registered including some with no English or for whom English is their second language, who had been made welcome. More parents made Green Oak School their first choice this year.

13. **Appointment of Sidespeople** The Meeting agreed to the appointments of those whose names were read out by the Secretary.
14. **Election of Chair of the St Mark's Community Centre Management Committee** Rev'd Robbie Harvie was elected unanimously.
15. **Election of Lay Representatives to the Parochial Church Council**

The following were elected to serve for 3 years:  
Cathy Gordon-Smith (proposed by Peter Andrews, seconded by Janet Andrews)  
Tony Gordon-Smith (proposed by Peter Martin, seconded by Alan Bott)  
Helen Roche (proposed by Cathy Gordon Smith, seconded by Stephen Cooles)  
John Graham (proposed by Anne Collingridge, seconded by Sheilah Cardno)  
Cyril Netley (proposed by Andrew Bolton, seconded by Helen Roche)
16. **Appointment of Secretary to the Parochial Church Council** Mervyn Roberts thanked Peter Andrews for his 22 years service as PCC Secretary. Jacky Tickner had volunteered to take on this role, initially for a year. Her appointment was proposed by Gillian Martin, seconded by Phil Roche and agreed unanimously.
17. **Clergy Report** Presenting his report, Mervyn Roberts said that we were blessed in having Robbie Harvie as a priest, but he also has a full-time job and could not be expected to shoulder additional responsibility during the interregnum. He said that the way the process for choosing his successor operates is through the Profile drawn up by the churchwardens and he urged members to give them their support and to make their ideas known to them. Continuing, he said that Phil and Helen Roche are under training for the ministry but could not, and must not, be expected to fill the space left by his departure. He announced that he would hand over the chairmanship of the PCC to his lay deputy chairman from now on.
18. **Any Other Business** There was no other business.
19. Robbie Harvie closed the meeting in prayer.

## Assistant Priest's Report

A church isn't just a building where people gather to worship. A church is a living, breathing entity.

Here in this parish we are fortunate to have two buildings in which to worship each with its own congregation; the living bodies of our churches.

The circumstances of the present Interregnum have led to us having many more combined services than we normally would. Opportunities to worship together and grow closer together in love and service to our Lord.

I would like to take this occasion to thank everyone involved who have made it possible for us to have Sunday and Mid-Week Services, weddings, baptisms and funerals during the Interregnum. If the church awarded medals for service above and beyond the call of duty I would certainly recommend you all for one.

We look forward as a parish to this summer when our new rector Jane Vlach takes up her post and to the ordination of Phil Roche and the licensing of Helen Roche.

**Rev'd Robbie Harvie**

**Assistant Priest**

## Parish Churchwardens' Report

As might be expected during an Interregnum, it has been a particularly difficult year. Although Mervyn did not officially leave until August, he withdrew from much of Parish life after last year's APCM, and then had periods of holiday, including extended leave from the end of July. He and Sue have settled into their new house in Rugby, and are enjoying living close to Vicki and her growing family.

Obviously without a Rector, it has put increased pressure on Robbie, our Treasurer and the Wardens. We are particularly grateful for all the support we have received, notably from the PCC, and Clive Potter, our Area Dean. We are also grateful to the assistance we receive from visiting Clergy, and special thanks are extended to Andy Spencer, David Hobden, David Standen and Busbridge church. We also recognise all those who have just continued with their activities as normal, including Karen Milton, John Graham, Helen Roche and all those who assist with Octots, the cleaners, the flower arrangers, the servers and sidespersons and the pastoral assistants. In addition, Rhys must be singled out for special mention.

However, undoubtedly a massive share of the burden has fallen on Sarah in the church office. She has taken on the extra roles and responsibilities without complaint and her efficiency has meant that services continue, candles are ordered and returns are completed and sent to the Diocese. In particular, she has been of comfort and support to those seeking to arrange funerals and memorial services.

Other burdens have also arisen, and these include reduced income, vandalism, lack of choir lighting, frustrating faculty processes and continued pressures on the fabric of both churches as well as the Scout Hut.

But in the midst of all this there have been some notable positives. The roof of St Mark's has been repaired at long last, although the building continues to show its age. The Tudor font is now in situ on a new oak plinth, and our Tower Captain has had success in securing both permission and funding for new bells for St Peter & St Paul: these are due to be cast in May. In July, we welcomed Matthew Greenfield as our Music Director, and with the continued support of John Belcher we've seen and heard the choir rise to the challenge. Training has also continued, and we now have two Worship Leaders and two Clergy in training.

The end of the Interregnum is now in sight, although we still have no starting date. This will be recommended by the Diocesan Appointments Committee this week, but we expect the starting date to be early September. We look forward to welcoming Reverend Jane Vlach but at the same time we keep All Saints, Witley, very much in our minds as she prepares to leave them. In the meantime, we continue to need the support and assistance we enjoy currently during this difficult time.

**William Bryans & Eddie Powlesland, Parish Churchwardens**

## Report on the proceedings of the Parochial Church Council (PCC)

The PCC have met 7 times during the year, which included a Section 11 meeting in July.

For the whole year the PCC has been chaired by the Churchwardens as Mervyn stood down from the PCC at last year's AGM. Following the Section 11 meeting, two evening events were arranged to meet candidates. Extra work was done on the Parish Profile following the first round of interviews.

We have been in an interregnum which has caused extra work for our Churchwardens and our hard working Parish Administrator Sarah, who has covered the need for clergy from outside the parish to cover services. Consequently there have been several 10 am joint services with St. Peter & St. Paul and St. Mark's. The PCC particularly valued the contributions from the Busbridge church team in visiting St. Mark's on a 3<sup>rd</sup> Sunday.

A new Musical Director, Matthew Greenfield, was appointed, while John Belcher continues as our Organist. Thanks are given to the pianists who regularly play at St. Mark's.

A number of topics apart from the Interregnum and Finance have featured strongly on the PCC agenda including Fabric, Green Oak School, Stewardship and Vocational training.

New lighting for the choir stalls is being investigated; the temporary lights used at Christmas were very effective. A new votive candle stand has been donated to St. Peter & St. Paul church. There have been some considerable financial contributions and bequests received during the year.

There are no PCC lay members standing down, but as there have been 4 vacancies this year, there is a need for new people to join the PCC. Malcolm Smith will continue to be our Deanery and Diocesan representative.

God's Gang has been in abeyance this year, but 2 holiday events have been arranged at St. Mark's during half-terms.

Jacky Tickner  
PCC Secretary



## Report on the Electoral Roll

Since April 2016, there have been 7 additions to the Roll and 7 deletions. The revised Parish Roll therefore still contains 251 names, 219 of which are from St Peter & St Paul's and 32 from St Mark's.

**Hilary Reeve**

**Electoral Roll Officer**

## Report on the Fabric, Goods and Ornaments of the Church

### ***Activities***

2016 was dominated the continuation of work commenced in 2015, namely the repairs to the roof of St Mark's and the restoration of the font and the boiler & heating at St Peter & St Paul, improvements prioritised by the PCC at the end of November 2014. For this reason, the Fabric Committee has only met once, although some business has been undertaken via email.

### **St Mark's**

The roof at St Mark's was finally repaired in the early autumn, and a special thanks is due to the contractor, APG Roofing, for stepping in quickly and very cost effectively when the previous contractor pulled out.

However, the building is showing its age with both the fabric and fittings showing signs of increased wear and tear. Recently damp was located along the rear studio hall, but this is in hand. Decorating the main hall after the roofing works has been put on hold so that the hall, sanctuary and studio can be decorated all at the same time after the damp has been addressed. In addition, both sets of large doors are difficult to open and close, but finding a contractor prepared to re-hang these is proving easier said than done.

The building's quinquennial inspection is due this year and is arranged for October.

### **St Peter & St Paul**

Most of the attention has been focused on those projects prioritised by the PCC: the Helen Cave fund and heating and lighting.

The Tudor font has been reinstated on a new oak plinth. The Bishop of Guildford has said he would like to dedicate it and a date will be arranged once we know when our new Rector will be taking up her post.

Following submission of a proposal to improve the heating, the heating engineer was contracted to draw up specifications for a replacement boiler and tender the work. However, the prices submitted for this work were considerably higher than expected. Consequently, it has been decided to retain the existing boiler and explore the possibility of a local company maintaining it. Any further proposals to improve the heating have been put on hold until the new Rector is in place.

Following a successful application for grant funding to replace the bells, a faculty has been awarded and the new bells are due to be recast in May. It is hoped that the new bells will be installed by the time our new Rector takes up her post. It should be noted that the faculty process was particularly frustrating, and much effort has been put into liaising with the Diocese and the Chancellor's office especially by our Tower Captain, Jonathan Deane.

Currently, improving the lighting for the Choir is being looked at, and we have at long last found a contractor prepared to undertake a full electrical test of the building (a requirement of our insurance).

### ***Finances***

The repairs to St Mark's cost much less than expected originally, which means that not all the savings we have for this building were exhausted. But these savings continue to be depleted with on-going maintenance works. Any future major works will require these savings built-up again prior to them commencing.

The Fabric Fund for St Peter & St Paul at the end of 2016 stood at £54,934 and the organ fund at £8,930. However, due to the delay in claiming back tax from gift aid donations no other contributions have been able to be made from the general account to the fabric fund, and any contributions made to the fund have come from planned giving and fund raising due to the activities of Alan & Caroline Bott. Despite a reasonably healthy balance, it is clear that any forthcoming projects will need to be accompanied by significant fund raising events.

### ***Other Interests***

While the Parish does not have major maintenance responsibilities for the Rectory and Vicarage, the PCC is responsible for the Scout Hut. Although the Scouts do maintain the building, major repairs and improvements are needed to ensure this building remains safe and useable. A bid for funding submitted in 2014 failed, and this means that these projects cannot commence for the moment. And we will be responsible for the decoration of the Rectory prior to the arrival of our new Rector.

### **Church Silver Inventory**

Attached to this report is the inventory of church silver for both St Peter & St Paul and St Mark's. There appear to be two pieces missing: a travelling set consisting of a chalice & pyx and an oil quaich.

**William Bryans**  
**Fabric Committee Chair**

## **Report on Training within the Parish**

### ***Worship Leaders***

We have two new Worship Leaders: Gillian Martin and Karin MacDonald. Both successfully completed their course in November and since then have either led or contributed to leading services.

### ***Communion Assistants***

A communion assistant course was held at Cranleigh in November.

### ***Clergy in Training***

Both Phil & Helen Roche are nearing the end of the third year of their respective courses. Both have recently been on placement at St John's, Milford.

Phil completes his Ordained Local Minister (OLM) training in June and will be ordained in July. Although we had hoped that Phil would undertake further training as a Deacon with us, as we have no training incumbent Phil will be spending the next year at St John's, where he undertook his placement. The Diocese also see advantages in Deacons spending the year with a nearby Parish

to obtain different experiences. We will be welcoming Phil back as a priest in 2018 albeit still in a training role – we wish Phil all the best for the time ahead.

Helen also completes her Licensed Lay Minister (Reader) training in June. However, during her training she has discovered a calling to become an OLM. This is supported by the PCC, and the Diocese also share her view. She will be attending a Bishop's Advisory Panel in mid-May and will know the outcome about ten days later. The Diocesan Ministry Programme will be working out a suitable course for her next year if she is recommended. Our thoughts and prayers are with Helen as she prepares for this event.

We thank Clive Potter, our Area Dean, for taking over from Mervyn and stepping in as our training supervisor.

**William Bryans**  
**Parish Churchwarden**

### **Report of the Activities of the Godalming Deanery Synod**

Parish representatives. Gillian Martin, Malcolm Smith

The Godalming Deanery Synod meets 3 times a year at a church within the area, covering Godalming to Haslemere and extending to The Sands. It is jointly chaired by the Area Dean, Rev Clive Potter, with the Lay Chair, Mrs Susie Felix.

The Synod has considered a number of issues during the year.

- Sharing expertise, and extending ideas
- Communicate effectively, developing contacts
- Clergy and laity engagement
- Deanery events
- Youth ministry

## **Report of the Activities of the Guildford Diocesan Synod**

Godalming Deanery representatives from Godalming. Malcolm Smith, June Davies

The Synod discusses matters linking the Church of England at all levels, and focuses on the impact on and policy of Guildford Diocese and its constituent Parishes.

The topics brought up during the year are.

The Guildford Diocese vision **Transforming Church/Transforming Lives**, and its 12 transformational goals, summarised as

1. Making disciples
2. Increasing believers
3. Growing youth and children's ministry
4. Developing lay leaders
5. Recruiting more clergy
6. Cultivating community partnerships
7. Reaching beyond borders
8. Nurturing education
9. Encouraging generous giving
10. Sharing expertise
11. Communicating effectively
12. Improving church buildings

During our vacancy period Godalming has not been in a position to take this initiative forward, we have noted the principles and look forward to developing our Church Development Plan with our new Rector.

### **1 Parish Share Review**

- a. There was much comment and criticism of the paper from the Parish Share Review committee.
- b. The preferred option for the way forward is a hybrid model based on a number of factors from the Parish itself to the demography of the area in which it sits.
- c. From the discussions it became clear, although not initially, that the review was based on an assumption that each Deanery would have a 'resource church', which would support the other

Parishes. Resource meaning not only finance but people, infrastructure etc.

- d. Although a few Deaneries in the Diocese are already in this position, the majority are not.
- e. One major consequence of this outcome is to significantly increase the parish share for smaller Parishes, and decrease the same for the larger Parishes in order to give a zero sum product.
- f. This is not in accordance with growing the Gospel, and a trigger to encourage growth only in some Parishes.
- g. Synod felt that any change in the calculation of Parish Share should take 3-5 years to implement.
- h. In conclusion Synod recommended a full revision of the proposal.

2     **The Church of England Report on Lay Leadership (Setting God's People Free)**

- a. The insights from the Lay Leadership Task Group seek to affirm and enable the complementary roles of clergy and lay people, beginning in our common baptism.
- b. It is seeking the strengthening of the Church in the outside world through lay disciples living in the world and their partnership with the Clergy. The Lay are 98% of Christians living and working in the world, the frontline, the Church in the world.
- c. The Lay are involved in
  - i. Gathered Church. Elected roles and membership, and non-elected, eg Fresh Expressions, music, Messy Church etc, and
  - ii. Sent Church. Church led community action, eg street pastors, teaching, etc. 1 million lay people in every sphere of activity, which are an untapped source of mission and ministry.
- d. Potential questions to consider
  - i. We live in a post-secular world divided between those who believe too much and those who believe too little.
  - ii. How can Christians in their everyday lives be ambassadors for Christ, recognising our different gifts.
  - iii. How can lives outside Church be celebrated and recognised, and helped to increase their Christian effectiveness in the world.

- iv. How can the lay be helped to gain the skills and confidence to grow in their Christian discipleship in all their lives and interaction in the world today.
- e. This will developed in future meetings and discussion.

### **Stewardship Committee report April 2017**

Not a great deal has happened in the last year, principally because of the interregnum. Tim Caton retired from his position as Gift Aid secretary following a bout of ill health. We are very grateful for the research and planning that he did to set up the Parish Giving scheme during his tenure in the role. The Parish Giving scheme continues to work well both for the Parish and for those individuals who are signed up to it.

We were delighted that Stephen Cooles agreed to take over the important role from Tim. Once he had understood what was involved in the job, he reported to us just how helpful the Parish Giving scheme (PGS) is. Instead of having to make individual applications to HMRC for the tax back, all of that administration is taken care of by PGS and the parish is simply sent the money every month with tax already reclaimed and passed on. There is a huge cash flow advantage and an enormous time saving for our Gift Aid secretary.

At the end of February therefore we took steps to raise the profile of the PGS again, just over a year since its initial launch in the Parish. We gave a presentation at the Sunday service and all the leaflets in a handy pack were handed out afterwards. We believe that a few folk have 'moved over' from standing order donations to the new scheme – many thanks to those who have.

Finally a word of thanks to all the volunteers who work so hard in the background. Eddie Powlesland and Dave Allen do the banking. The Gift Aid envelopes in the collection plates are kept secure then opened and counted by two people, after which, the monies are paid into the bank and the envelopes passed on to Stephen for him to translate into the Gift Aid reclaim. Dave also does the banking of non Gift Aided collections, the wall safe (which is counted by Tony Barron and Eddie Powlesland), Octots income and other miscellaneous contributions. Andrew Bolton as treasurer liaises as required to ensure that there is proper accountability of every penny given. Theirs are largely invisible jobs but they work very hard for us.

**Helen Goatley**

## The Friends of Ss Peter & Paul - Report 2015

Following on from the 2016 report by the previous chairman of the Friends I feel it is necessary to bring all up to date regarding the current situation.

Last year for the APCM report the then Chairman expressed concern about the continuing viability of the Friends due to the lack tangible support. Unfortunately during the last year no meaningful activity has occurred. In October 2016 the Chairman of the Friends resigned.

At the time, although we were in an interregnum, it was thought to be important to hold an AGM and at least sign off the accounts. The AGM was held on 27 Oct 2016. Apart from the signing off of the accounts a wider discussion took place regarding the future bearing in mind that the Friends no longer has a Chairman nor a Membership Secretary. The Membership Secretary had resigned some time prior to Chairman's resignation. At the AGM there were no concrete proposals to fill the vacant roles nor for that matter a small committee. It was proposed to form a small group to endeavour to find a way forward. I, as Churchwarden, acted as Chair for the AGM indicated that (though not being a member of the Friends) I would try to arrange further discussion. Unfortunately at this stage due to my other duties as Churchwarden and not least liaising for the transfer of responsibility for Gift Aid as well as the interregnum I have not been able to move matters forward. I would also point out that subsequent to the AGM I checked the Friends entry on the Charity Commission website only to find that it was out of date.

**Eddie Powlesland.**

### **DISTRICT OF ST MARK, PARISH OF GODALMING** **Community Centre**

The community centre continues to have a variety of daytime and evening activities throughout the year run by the many groups who hire our rooms. Private party bookings have increased over the last year as we now offer a Sunday afternoon session, always popular for children's parties.

Although the roof has now been repaired our fundraising is still in place to put money in the pot for a 'Church makeover.'



We strive to provide all that is needed when using the building and we are always ready to accommodate anything new that will help to facilitate our user's needs.

Despite the cold winter we have managed to maintain a fairly steady temperature, this is difficult at times because of the size of the building. It is not always easy to keep everyone happy, but our users have on the whole been quite comfortable.

Comments on the cleanliness of the building and grounds are always very welcome, the security and general upkeep take a lot of hard work often by volunteers. Thanks to Peter Harrison and Andy Pinnells for their hard work and support.

St Mark's Community day in May was again well attended by local residents. Waverley continues to support the centre and have various stalls at this event to answer questions about their work in our area.

Godalming Food Bank is running very successfully from St Marks, our faithful volunteers help with the various tasks needed to keep operations running smoothly.

SMART (St Mark's Active Residents Team) are still a large part of St Marks life, holding their community projects from the centre.

The CIG (Community Initiatives Group) meet every few months to discuss community matters and to action any issues that may arise.

Thanks go to the Management committee who support the work and running of the Church and Community centre.

New members are always needed to join any of the above community run groups, if you think this is something you may be interested in please contact Karen.

**Karen Milton Centre Co-ordinator**

## GREEN OAK Cof E Primary School

Since the last APC Meeting Green Oak School has seen many changes.

### Teaching Staff

A new head teacher, has been appointed. However, there are many difficulties to overcome. Miss Miriam Morris has now been in post for two terms and is working very hard indeed to develop a strong management team and to set the school on course for a successful future.

Of the 9 members of the teaching staff, 3 are part time, 1 is a supply teacher and one is a newly qualified teacher (NQT). Years 3 & 4 are taught together by one class teacher. The interim Deputy Head teacher is part time. The Head teacher of St Peter's C/E primary school, Wrecchlesham comes to the school twice per week to support Miss Morris and she has taken responsibility for RE and worship throughout the school. This is a temporary arrangement. The English co-ordinator is a Reading Recovery specialist working part time. She is not a class teacher.

However, the staff members all work together well under Miss Morris' leadership.

### Governing Body

The governing Body was disbanded just before Christmas and has been replaced by an Interim Executive Board. The Diocesan Schools Officer has a watching brief but there is no local or parish involvement in the governing of our school at present.

### School Meals.

All children in Key Stage 1 (up to age 7) are entitled to free school meals. The meals are well prepared and the menus are posted. There are choices of both main course and dessert. Unfortunately, not all those who are entitled to the meals take them up. Overall about 50% of the children have a hot meal at lunchtime. The school is trying hard to encourage more families to use the school dining facilities.

## OFSTED

An OFSTED inspection took place at the end of January this year. The outcome was that the Reporting Inspector recommended that the school should be placed in SPECIAL MEASURES and gave a long list of things which need to be improved.

However, careful reading of the whole report gives a much more positive and encouraging picture

.for example

There is tacit recognition that the school is not fully or adequately staffed.

There is recognition that the new Head teacher and her deputy have brought "much needed stability and clarity of purpose".

"The leaders are committed to the pupils' spiritual, social moral and cultural development and promote the distinctive Christian ethos of the school well"

There is a planned programme of weekly training sessions.

### End of term activities.

The school raised several hundred pounds for charity before Easter.

There were two end of term services, one for KS1 and one for KS2 held in the church. Both were supported by a good number of parents.

The children told the Easter Story with songs, readings, prayers and some action, which they carried out very well.

### Appointments.

It is hoped to make two new permanent teaching appointments for September. The process is ongoing now.

The school is starting to recover from a rather low ebb. Improvements are already being made. I look forward to watching it grow and develop in the next few months.

**Cathy Gordon-Smith**

## Busy Bees Community Toddler Group

Busy Bees is a community based baby and toddler group mainly run by local parents with support from the Wharf children's centre and S.M.A.R.T. It is based at St Marks and runs on a Wednesday morning during term time. Numbers have increased over the last year due to advertising on our website, Facebook and community notice boards. We have breakfast of tea and toast kindly provided and prepared by Jenifer Savage. The facilities at St Mark's provide us with absolutely everything we need and the staff are always helpful. There are lots of craft projects to do each week and we have singing at the end of the morning. A visit from Father Christmas at our December party went down really well with children and parents alike.

### Sunday Club Report

Sunday club continues to run during the 10am service on every Sunday except for the 1<sup>st</sup>. It is led by Sarah Higgins, Jenifer Savage and Sarah Bryans, with regular help from Andrew Higgins Toon, Mim Roche, Anna Goatley, Rose Sherlock and Nicholas Goatley. . Tom Higgins Toon also continues to help when home from University.

Sarah and Sarah take the lead for the 2<sup>nd</sup>, 4<sup>th</sup> and 5<sup>th</sup> Sundays, with Jenifer leading on the 3<sup>rd</sup> Sundays. We continue to use Scripture Union material as a template, but we are happy to deviate from SU when appropriate.

Our numbers continue to grow and we have a delightful regular core of children, with whom we are constantly astounded and delighted by their input.

Sarah Higgins also continues to take the lead on the crèche, although it is not always possible to supervise this on a Sunday.

**Sarah Bryans**

### Octots

Octots has had a flourishing year. Our daily attendance is between 25-40 children and carers, lovingly served by our team of over twenty super volunteers.

Octots is a place you can come with your children to be welcomed in the love of God and the hospitality of our church. It is mostly down to our volunteers who pour tea, play with children, encourage adults and listen to our visitors. The create a community that is a pleasure to belong to for everyone.

The unconditional love and acceptance of our volunteers genuinely makes a difference to the lives of our families. Thank you so much to each one for the time given and the love that is shared.

**Helen Roche**

### **Music in the Parish Church**

I feel very fortunate that I have been made so welcome since taking up post in the parish, and it is a privilege to work alongside John Belcher and such a fine choir. We have continued to develop new repertoire and now meet to rehearse one evening a month in order to tackle new challenges. There have been many musical highlights across the last year: in particular, our Christmas and Holy Week services were all musically very rewarding, and I am grateful to the choir for all their hard work in preparation at these busy times. Choral Evensong has not occurred with its usual regularity during the vacancy, but has certainly not disappeared entirely, and I thank Helen Roche who will have led both our services of Choral Evensong over this period. I am also grateful to William Bryans for providing a lighting solution in the choir stalls, without which choral evening services would be nigh on impossible!

Our lunchtime organ recital series continues to go from strength to strength, and I am indebted to John for his hard work with this. The recitals - at 1pm on the first Friday of every month - attract good audiences and fine players to enjoy our notable organ; I am grateful to the team who help John with the publicity, refreshments and set-up. Ss Peter and Paul also once again played host to the organ classes of the Godalming Music Festival, this year adjudicated by Tom Bell.

Finally, John and I are grateful to the wider congregation for their positive feedback on the music in our worship. The choir works very hard indeed each week, and it gives everyone involved a real boost to know how much this is appreciated. We all look forward to continuing to serve the church across the coming year.

**Matthew Greenfield**  
**Director of Music**

## Godalming Community Gospel Choir (GCGC)

Godalming Community Gospel Choir (GCGC) has had another successful and eventful year which featured a number of celebration events for its 5<sup>th</sup> birthday.

We are, as ever, grateful to St Peter and St Paul's. The church provides us with rehearsal space as well as performance opportunities. We are delighted to be in a position to be able to contribute financially through donating on a regular basis towards costs with £600 paid to the church as a donation in January this year.

2015 has seen GCGC grow to over 100members, from all backgrounds, faiths and walks of life to sing together. We now recruit annually and the recruitment drive in January 2016 has resulted in 20 new members including a rise in male choir members.

Highlights this past year include:

- GCGC has hosted 5 public gospel singing workshops in different locations in Godalming as part of its 5<sup>th</sup> birthday celebrations. These have been with leading UK gospel choir directors, performers and composers to enable as many people as possible to experience the joy and exhilaration of gospel singing.
- The GCGC performance group of 12 singers has performed at monthly gospel brunches at Bel & the Dragon in Godalming and in March 2016 also performed at a gospel brunch at the prestigious 606 Jazz Club in London. These are paid performances bringing income to the choir and providing development opportunities for the performance group. The money raised from these performances is put back into choir funds to subsidise choir development and social occasions.
- In April 2016 we celebrated our 5<sup>th</sup> birthday with a special showcase at St Peter and St Paul's with the Mayor of Godalming and Mervyn Roberts (who supported the choir from the start) in attendance as special guests of honour.
- The choir also performed at several charity performances and our regular Christmas performance at HMP Send Prison.
- From January 2017 the choir has a new and more flexible structure in place to enable people to attend for just one term if they wish as well as be part of a permanent choir. This means we are able to welcome more people into the choir on a casual basis so that they can experience

gospel singing. We now also have two termly choir members from The Meath attending with their carers and others who benefit from a termly structure. The new structure includes additional special master classes for permanent members as well as vocal training. These events are held at other Godalming venues.

- In March 2017 GCGC entered the Godalming Music Festival in the Sacred Music category (performance group) and in the Adult Mixed Voices category (main choir). Delighted to report that we won the Sacred Music Section and the Tyrell Cup and we also won the Adult Mixed Voices category. We jointly share the Daykin trophy for best choir performance of all choirs entering the competition.

GCGC is a non-profit community organisation and is managed and run voluntarily. Audited accounts are available.

**Emma Sue Prince, Founder and manager, April 2017**

### Report from the Pastoral Assistants

#### Report from the Godalming Pastoral Assistants

Godalming Parish has a team of 6 trained Pastoral Assistants: Jeannie Campbell, Derek Randell & Barbara Stokes who work more with people connected to the parish church, and Pat Harvie, Karin McDonald & Jacky Tickner who work more with people associated with St Mark's church.

Our role is to assist the clergy with the pastoral care of people in our parish. To this end we visit the sick, especially those in hospital or who are housebound. We also offer home communion if required. We are here to listen as well as to help in practical ways.

Derek Randell continues to hold a monthly hearing aid clinic in the Octagon as part of a diocesan initiative supported by the NHS. This involves attaching new tubes to NHS hearing aids and supplying new batteries.

Karin has started to organise occasional craft sessions for children local to St Mark's church since a lack of regular volunteers brought an end to God's Gang at Green Oak School. A number of children attended the craft sessions in October and February along with their parents and they all seemed to have fun.

Jeannie Campbell organised an Advent Quiet Day in the parish church last December as part of her ongoing work with Soul Space.

Some P.A.s take Communion to residents at Eastlake & Jubilee House care homes.

Occasional training days for pastoral assistants are organised by the diocese. Sally Pollard runs a programme of 'Life Issues' sessions at Godalming Baptist Church, which can be relevant to our work.

Pastoral Assistants meet with members of our parish clergy team for mutual support several times a year.

If you are interested in becoming a Pastoral Assistant or helping with anything we do, we should be happy to talk about it with you.

**Karin McDonald on behalf of all the parish P.A.s**

### **The Servers' Report**

Since Mervyn's departure it has been a challenging year, with different Priests taking our various Services, not forgetting Robbie! And I would like to thank all members especially the 8 o'clockers (not forgetting their early start in all weathers), in making them welcome, and advising them how the service is normally run! And what to be aware of.

Although we are still small in numbers, two for the eight o'clock, and 7 for the 10 o'clock service plus any other services as required, we would very much like to increase our numbers; there are no conditions i.e. young or old, times are flexible. If you are interested please contact me for details.

**Michael Gibbs**

### **Report from the Bell Ringers**

Things have moved on since this time last year, and the big project for this year is to re-cast our bells. Half the money for this will come from the Bridget Gordon Legacy, a substantial sum of money that was left to the Guildford Guild Bell Restoration Fund in spring 2015. We have now raised the matching funds required and, more to the point, have a faculty to allow us to carry out the work. The latter was more difficult to obtain than we thought, and many thanks are



due to William for his persistence in this matter.

Now that we have legal permission to carry out the work, we have a firm date with Taylor of Loughborough, the only working bell founder left in the country since the recent demise of the Whitechapel Bellfoundry. The bells will be silent (in fact, there will be no bells) from late May until about the middle of July. We are looking forward to going up to Loughborough in May to see some of the bells being cast.

We obtained a generous discount from the founder in exchange for our old bells; we had thought that the old bells would be melted down and the metal re-used, but in fact, they are going to be re-hung at a church in Geraldton, Western Australia, where they will become part of a carillon.

We had a good annual dinner in January, trying Prezzo for a change. We also opened the tower for Heritage Saturday and welcomed many visitors to a demonstration of ringing and a talk about how it developed in this country.

We are pleased with our numbers, managing always to ring eight bells on Sundays - which many local towers do not manage to do.

Just speak to the tower captain, Jonathan Deane (01483 414774, e-mail: [J.Deane@surrey.ac.uk](mailto:J.Deane@surrey.ac.uk)), if you would like to come along at any time and see what ringing's all about.

**Jonathan Deane**

### **Report from the Lammas Ringers**

The Lammas Ringers: Following our AGM in January 2016, James Morrice became our Team Leader/Musical Director, but in the summer was unable to continue with this role. Barbara Saunders took on the role and is our current Musical Director.

Two new members joined us following our Staycation workshop. One member moved away. We purchased our own set of Bell Chimes.

Apart from attending several rallies organised with the SE Region, we hosted the

Birthday Rally in January this year at Broadwater School at the beginning of the 50<sup>th</sup> year of National Hand Bell Ringing. We joined with the Rowledge Ringers and Rowledge

Community Choir for a concert at St. Peter & St. Paul in May and played for a wedding at Haslemere in September. We also played at 4 other venues throughout the year.

**Jacky Tickner Secretary**

### **Health and Safety Report**

Malcolm Smith and I continue to monitor the general Health and Safety Policy for the Parish and we liaise regularly to review this as well as carrying out Risk Assessments. Following on from our annual update in March 2016 we are currently reviewing and amending where appropriate the Policy for 2017. An initial check suggests that few changes need to be made.

My fellow Churchwarden and I have found it necessary to make some security changes to the emergency exit door in the north Chapel and the exit door in the Lady Chapel. These changes are due to some recent anti-social behaviour.

The PATS testing was carried out at SSP&P on 30 March 2016.

Malcolm and I are welcome any feedback in relation to H and S matters.

**Eddie Powlesland**

### **Report from the Women's Group**

There are ten members of the Women's Group who meet regularly a Thursday morning at 9.15.

We have begun to meet in the holidays when we can and at those times have a lighter theme with creativity and music and the occasional shared meal or a film.

Prayer, thanks giving and fellowship are central to our time together.

We are studying the Lent, York Course at the moment and during the last 12 months we have enjoyed books by Paula Gooder, Evelyn Underhill and Janet Morley .

**Jeannie Campbell**

### Mothers' Union

Mothers' Union report for 2016 – This small group continues to meet each month and we have enjoyed a variety of speakers: Peter Nottingham with a selection of his Icons; Paul Hulme and Catherine McBride, local ministers telling their stories; Anna Seifert on The Ecumenical Accompaniment Programme in Palestine; Penny Naylor "The Befriending Network" and Jeannie Campbell on "Soul Space". We visited Guildford Cathedral and welcomed Cranleigh MU to our church for a guided tour and cream tea. We shared pancakes and poetry in February and enjoyed singing carols and a festive tea in December. At an open evening in May we learned more about GENDER DYSPHORIA with Suzette Jones from The Diocesan Communities Engagement Team and In June there was a Commissioning Service for new members.

Caroline Glassbrook carried our banner for the Mothering Sunday Service and Jacky Tickner carried it at the Lady Day Service at the cathedral; Pam Usher and Gillian Martin were in the choir.

We led the Pilgrimage of Prayer Service for the deanery at the cathedral in March, supported the diocesan picnic in August at Normandy and attended the special service to celebrate Farncombe MU's 125 years. This year we attended the Annual Meeting in Basingstoke and two Diocesan members meetings, formerly called Forum.

We supported the MU's Big Summer Appeal giving £200 from the garden party held in August at Jacky's home and we sent £75 to the UN Winter Survival Appeal. We continue to support "Octots" and give to the women's refuges collections and craft evenings continue once a month.

**Gillian Martin**

## Silver inventory

St Peter & St Paul, Godalming Parish							
INVENTORY							
Item	Description	Guidebook* reference	Location	Photo / Photo no.	Checked	Date	
<b>1. Schedule of Church Plate</b>							
1.1	Lavabo basin	1632/3, Walter Shute	Appendix 2, item 1	Silver safe	0694	✓	30/03/2017
1.2	Footed patten	1692, Robert Timbrell	Appendix 2, item 2	Silver safe	0682	✓	30/03/2017
1.3	Footed patten	1719, Thomas Gladwin, with a coat of arms in the centre	Appendix 2, item 3	Silver safe	0683	✓	30/03/2017
1.4	Footed patten	1722, John East, IHS engraved in the centre	Appendix 2, item 4	Silver safe	0687	✓	30/03/2017
1.5	Flagon with lip	1814, inscribed Richard Stedman and Daniel Simmonds, churchwardens	Appendix 2, item 5	Silver safe	0693	✓	30/03/2017
1.6	Patten	1873, Elington, engraved with "Agnus Dei" in the centre	Appendix 2, item 7	Silver safe	0906	✓	30/03/2017
1.7	Standing patten	1876, Barnabas Blackburn re-titled by Lambert, engraved with IHS in centre	Appendix 2, item 9	Silver safe	0687	✓	30/03/2017
1.8	Pair of chalices	1880, George Lambert, given by George Holden in memory of Eliza Holden	Appendix 2, item 11	Silver safe	0681	✓	30/03/2017
1.9	Pair of candlesticks	1903, Herbert Charles Lambert	Appendix 2, item 12	Silver safe	0878	✓	30/03/2017
1.10	Standing dish	1908, James Dixon of Sheffield	Appendix 2, item 14	Silver safe	0897	✓	30/03/2017
1.11	Chalice & patten	Chalice (1906) & patten (1909), Walter Keith, both engraved with a cross	Appendix 2, item 15	Silver safe	0907 & 0905	✓	30/03/2017
1.12	Pair of flower vases	1914, George Hart	Appendix 2, item 16	Silver safe	0688	✓	30/03/2017
1.13	Square plaque	1917, Sibray Hall & Co, in memory of Frances Ethelreda Gatrill	Appendix 2, item 18	Silver safe	0908	✓	30/03/2017
1.14	Pair of ciboria	1924 & 1929, Mowbray & Co	Appendix 2, item 19	Silver safe	0901	✓	30/03/2017
1.15	Baptismal shell	1930, Mowbray & Co, with cross handle	Appendix 2, item 22	Silver safe, with trebock basin	0895	✓	30/03/2017
1.16	Processional cross	1930, Omar Ramsden, symbols of St Peter & St Paul, one either side of cross	Appendix 2, item 23	Collections safe	0909	✓	30/03/2017
1.17	Wafler box	"Oci Kho" engraving in centre of lid, engraving on base "Norah Hayward"	Appendix 2, item 25	Silver safe	0903	✓	30/03/2017
1.18	Sanctuary lamp	hangs on three chains	Appendix 2, item 26	Silver safe	0892	✓	30/03/2017
1.19	Pear shaped oil vase	Screw lid with ring handle, Greek	Appendix 2, item 29	Silver safe	0879	✓	30/03/2017
1.20	Basin & jug	small basin & water jug used to wash fingers, given by Tony Gordon-Smith		Silver safe	0898	✓	30/03/2017
1.21	Chalice	Silver plated		Silver safe	0900	✓	30/03/2017
1.22	Pair of goblets	1876, Bernard. Matching pair of goblets kept at St Mark's	Appendix 2, item 8	Silver safe	0899	✓	30/03/2017
1.23	Verger's staff	Plate top, surmounted by a cross	Appendix 2, item 20	Vestment chest	1828	✓	02/04/2017
1.24	Travelling chalice & pyx	1929, A.R.M. & Co, engraved with IHS	Appendix 2, item 21	In Absy, North Chapel			Missing
1.25	Pyx	Circular, with pull-off lid engraved with a cross	Appendix 2, item 24	Silver safe, with trebock basin	0916	✓	02/04/2017
1.26	Baptismal oil box	1960	Appendix 2, item 28		0915	✓	02/04/2017
1.27	Oil quailch	Pewter with gilt cross in centre, given by RA (Tony) Gordon-Smith	Appendix 2, item 30		0890		Missing
1.28	Chalice	Vanpoules, Purley, a black cross is set in the base	Appendix 2, item 27	In Absy, North Chapel	1831	✓	02/04/2017
1.29	Travelling set	Chalice, patten, pear shape bottle, in memory of Charlotte MacWilliam		In drawers	1829 & 1830	✓	02/04/2017

St Mark's, Godalming Parish							
INVENTORY							
Item	Description	Guidebook* reference	Location	Photo / Photo no.	Checked	Date	
<b>1. Schedule of Church Plate</b>							
1.1	Footed patten	1872, Thomas & Edward Cox, engraved with IHS	Appendix 2, item 6	Silver safe	1833	✓	02/04/20
1.2	Claret jug	1876, Bernard. Matching pair of goblets at St Peter & St Paul	Appendix 2, item 8	Silver safe	1834	✓	02/04/20
1.3	Chalice	1875, Jess Barkentin of Barkentin Crall. Adorned with 4 semi-precious stones	Appendix 2, item 10	Silver safe	1835	✓	02/04/20
1.4	Patten	1879, Jess Barkentin of Barkentin Crall.	Appendix 2, item 10	Silver safe	1836	✓	02/04/20
1.5	Baptismal shell	Mother of pearl	Appendix 2, item 13	Silver safe	1832	✓	02/04/20
1.6	Altar lectern	1915, electro-plate	Appendix 2, item 17	Vestry	1837	✓	02/04/20
1.7	Pyx	Circular, electro-plate, lid engraved with cross. Base, in memory of J. Knight	Appendix 2, item 24	Vestry	1833	✓	02/04/20
1.8	Patten	Silver plate, Vanpoules, Purley	Appendix 2, item 27	Silver safe	1833	✓	02/04/20

**THE COMPANIES ACTS 2006**  
**COMPANY LIMITED BY GUARANTEE**

---

**MEMORANDUM AND ARTICLES OF ASSOCIATION**

**OF**

**SURREY YOUTH FOCUS**

**COMPANY NUMBER 7531644**

---

**HHCS**

Little Daux Farm  
East Street  
Billingshurst  
West Sussex  
RH14 9DB  
T: 01403 784800  
Ref: HLH/ CH00004-1



**THE COMPANIES ACT 2006**

**COMPANY LIMITED BY GUARANTEE**

**ARTICLES OF ASSOCIATION**

**OF**

**SURREY YOUTH FOCUS**

**1. The Company's name is SURREY YOUTH FOCUS**

(and in this document it is called the "Charity").

**2. INTERPRETATION**

In the Articles:

- "address"** means a postal address or, for the purposes of electronic communication, a fax number, an e-mail or postal address or a telephone number for receiving text messages in each case registered with the Charity;
- "the Articles"** means the Charity's articles of association;
- "the Charities Act"** means the Charities Act 1993, as amended by Charities Act 2006;
- "the Charity"** means the company intended to be regulated by the Articles;
- "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;
- "Companies Acts"** means the Companies Acts (as defined in Section 2 of the Companies Act 2006) insofar as they apply to the Charity;
- "conflicts of interest"** means any interest of a Director (or person connected to a Director) that conflicts, or may conflict, with the

interests of the Charity and includes a conflict of interest and duty and conflict of duties;

**“connected person” for the purposes of restriction on remuneration** means any of the following:

- a) any parent, child (including stepchild or illegitimate child), brother, sister, grandparent or grandchild of a Director;
- b) the spouse or civil partner of a Director or of any person in (a), including anyone living as the spouse or civil partner of any of the above;
- c) any person carrying on business in partnership with a Director or any person in a) to b) above
- d) any institution which is controlled either by a Director alone or in combination with any one or more of the persons in a) to c) above
- e) any body corporate in which a Director, either alone or in combination with any one or more of the persons in a) to c) above, holds more than 20% of the share capital or more than 20% of the voting rights in the body corporate.

Any person who is a connected person in relation to any Director is referred to in these Articles as 'connected' to that Director;

**“the Directors”** means the directors of the Charity. The directors are charity trustees as defined by Section 97 of the Charities Act 1993 and 'Director' means any one of them;

**“document”** includes, unless otherwise specified, any document sent or supplied in electronic form;

**“electronic form”** has the meaning given in section 1168 of the Companies Act 2006;

**“financial benefit”** means a benefit, direct or indirect, which is either money or has a monetary value;

**“the Memorandum”** means the charity's memorandum of association;

**“the Seal”** means the common seal of the Charity if it has one;

**“secretary”** means any person appointed to perform the duties of the secretary of the Charity;

**“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 the Articles



have the same meaning as in the Companies Acts 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.

### **3. LIABILITY OF MEMBERS**

- 3.1. The liability of the members is limited.
- 3.2. Every member of the Charity promises, if the Charity is dissolved while he or she or it is a member or within twelve months after he or she or it ceases to be a member, to contribute such sum (not exceeding £10) as may be demanded of him or her or it towards the payment of the debts and liabilities of the Charity incurred before he or she or it 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.

### **4. OBJECTS**

The Charity's objects ('Objects') are specifically restricted to the following:

"to promote good practice and the efficiency and effectiveness of its member organisations for the benefit of young people primarily in Surrey, and the efficient application of resources for charitable purposes for the benefit of young people by associating such members in a common effort to educate young people, without distinction of sex, sexuality, disability, race or political or religious opinion, so as to develop their physical, mental and spiritual capacities that they may grow to full maturity as individuals and members of society and that their full quality of life may be improved, by supporting and strengthening the work of its members, and by ensuring that the young people's voice, concerns and issues are represented wherever it is most appropriate".

### **5. POWERS**

The Charity has power to do anything which is calculated to further its Objects or is conducive or incidental to doing so. In particular, the Charity has power:

- 5.1 to co-ordinate, promote and develop the work of the voluntary youth service organisations in membership by exchanging information and experience in order to combine efforts and share resources and exchange same with other bodies having similar purposes, including acting in a brokerage role and as an infrastructure organisation;
- 5.2 to develop the work of the voluntary youth service organisations by identifying areas of need, and promoting and developing suitable initiatives;
- 5.3 to act as a voice and a champion for the voluntary youth service organisations, represent their views and be a consultative body;
- 5.4 to work in partnership with the public, private and voluntary sectors and others to meet the needs of all young people through the provision of good youth services;

- 5.5 to encourage member organisations to provide opportunities for young people to participate in decision making;
- 5.6 to enter into membership of the National Council for Voluntary Youth Services;
- 5.7 to encourage high standards in all youth work/services for young people undertaken by the voluntary sector;
- 5.8 to promote and carry out or assist in promoting and carrying out research, surveys and investigations and publish the results thereof;
- 5.9 to arrange and provide for or join in arranging and providing for, the holding of exhibitions, meetings, lectures, seminars and training courses;
- 5.10 to procure to be written and print, publish, issue and circulate gratuitously or otherwise such papers, books, periodicals, pamphlets or other documents, films, or electronic communication as shall further the Objects;
- 5.11 to raise funds and to invite and receive contributions from any person or persons whatsoever by way of fees, subscriptions, donations, contributions, legacies, grants, licence fees, appeals for funds or any other lawful method, and to accept and receive any gifts or property of any description, whether subject to a special trust or not. Provided always that any moneys so received by the Charity shall be used or applied by the Charity for or towards its charitable Objects and in relation to any contributions subject to any special trusts or conditions the Charity shall hold and apply the same in accordance with the trusts and conditions on which they were transferred and shall only deal with or invest the same in such manner allowed by law, having regard to such trusts;
- 5.12 to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Charity may think necessary for the promotion of the Objects, to manage and improve such property and to provide, construct, maintain, alter and equip any facilities, buildings or erections necessary or conducive to the Objects (subject to such consents as may be required by law);
- 5.13 to exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, manage and improve all or any part of the property or assets of the Charity and to exercise any rights, privileges or advantages, easements or other benefits attached to such property or assets and to undertake, maintain, execute and do all such lawful acts, matters and things as the Charity may be obliged or required or ought to do as the owner of such property or assets or to otherwise deal with any of the property and rights of the Charity as may be necessary or conducive to the Objects. In exercising this power, the Charity must comply as appropriate with sections 36 and 37 of the Charities Act;
- 5.14 to borrow and raise money and to enter into any derivative arrangement relating to such borrowing; to charge the whole or any part of the property belonging to the Charity as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation. The Charity must comply as appropriate with sections 38 and 39 of the Charities Act 1993, if it wishes to mortgage land;

- 5.15 to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
- 5.16 to establish, support, subsidise, promote, co-operate or federate with, affiliate or become affiliated to, act as trustees or agents for, or manage or lend money or other assistance to, or aid in the establishment or support of, any charitable trusts, associations, institutions, societies or companies established for charitable purposes only;
- 5.17 to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charitable trusts, associations, institutions, societies, companies, social enterprises or voluntary bodies with similar charitable purposes;
- 5.18 in exchange for full consideration, and subject to part V of the Charities Act, to grant licences or make any disposition of the property or assets of the Charity to a trading company formed and operated for a purpose of benefiting the Charity, provided that the Charity shall not undertake any permanent taxable trading activity and must comply with relevant statutory regulations. No licence or disposition shall be of such a nature or scope as to make improper or excessive use of the property or other assets of the Charity for non-charitable purposes;
- 5.19 to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts in the name of the Charity;
- 5.20 to lend and advance money or give credit on any terms and with or without security to any person, firm or company, including a trading company formed and operated in accordance with Article 5.18, to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms and to secure or guarantee in any manner and upon any terms the payment of any sum of money or the performance of any obligation by any person, firm or company;
- 5.21 to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- 5.22 with respect to investments to:
  - 5.22.1 deposit or invest funds;
  - 5.22.2 employ a professional fund manager; and
  - 5.22.3 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;
- 5.23 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 Article 6 and provided it complies with the conditions in that Article;

- 5.24 subject to Article 6, to grant pensions, allowances and gratuities to past or present officers or servants of the Charity or to the dependants of such persons and to establish and maintain or participate in trust funds or schemes (whether contributory or non-contributory) for providing pensions or other benefits for any such persons mentioned above;
- 5.25 to insure at the expense of the Charity and arrange insurance cover for and to indemnify its officers, staff, voluntary workers and members from and against all such risks incurred in the course of their duties as may be thought fit and in relation to the Directors (or any of them) so far as is permitted by Article 5.26.
- 5.26 to provide indemnity insurance for the Directors in accordance with Article 6 below;
- 5.27 to insure the Charity and the Charity's property against such risks as the Directors shall consider it prudent or necessary to insure against;
- 5.28 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.

## **6 APPLICATION OF INCOME AND PROPERTY**

- 6.1 The income and property of the Charity shall be applied solely towards the promotion of the Objects.
- 6.2 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.
- 6.3 A Director may benefit from trustee indemnity insurance cover purchased at the Charity's expense in accordance with, and subject to the conditions in, section 73F of the Charities Act.
- 6.4 A Director may receive an indemnity from the Charity in the circumstances specified in Article 38.
- 6.5 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. This does not prevent a member who is not also a director receiving:
  - 6.5.1 a benefit from the Charity in the capacity of a beneficiary of the Charity;
  - 6.5.2 reasonable and proper remuneration for any goods or services supplied to the Charity.
- 6.6 Any Director for the time being who is a solicitor, accountant or other person engaged in a profession may charge and be paid all the usual professional charges for business done by him or her when instructed by other members of the Board of Directors to act in a professional capacity on behalf of the Charity provided that at no time shall a majority of the Directors benefit under this provision and that the Director in question shall withdraw from any meeting at which his or her own instruction, or that of his or her firm, is under discussion.

6.7 Subject to Article 6.6 above, no Director or connected person may buy goods or services from the Charity on terms preferential to those applicable to other members of the public, or sell goods or services to the Charity or receive remuneration, or receive any other financial benefit from the Charity.

6.8 In Articles 6.2 – 6.7:

“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 a majority of the Directors to the board of the company.

## **7 MEMBERS**

7.1 The members are:

7.1.1 the subscribers to the Memorandum;

7.1.2 the Directors for the time being of the Charity;

7.1.3 such organisations as apply to the Charity for membership in the categories listed in Article 8 and are approved by the Directors.

7.2 Membership is not transferable.

7.3 The Directors must keep a register of names and addresses of the members.

## **8 CLASSES OF MEMBERSHIP**

8.1 The classes of membership are as follows:

8.1.1 Full membership with full voting rights

8.1.2 Partners with no voting rights

8.1.3 Associates with no voting rights.

8.2 Full membership shall be open to any Registered Charity, Voluntary Youth Organisation, Youth Social Enterprise or Sports Body that provides or wishes to provide services for or involving young people in the County of Surrey and which furthers the objectives of the Charity (Surrey Youth Focus) and which has paid the Annual Subscription for full members as laid down from time to time by the Directors. {This clause was modified by a resolution at the AGM on 23 September 2014 and again at the AGM of 16<sup>th</sup> September 2015 and again at the AGM of 23<sup>rd</sup> November 2016}.

8.3 Partner membership shall be open to any body within the statutory sector which furthers the objects of the Charity and which has paid the Annual Subscription for

Partner members as laid down from time to time by the Directors. {This clause was modified by a resolution at the AGM on 23<sup>rd</sup> November 2016}.

- 8.4 Associate membership shall be open to any body or organisation within the private sector which furthers the Objects of the Charity and which has paid the Annual Subscription for Associate members as laid down from time to time by the Directors. {This clause was modified by a resolution at the AGM on 23<sup>rd</sup> November 2016}.
- 8.5 Other classes of membership may be established from time to time by the Directors, but such classes shall not be full members, nor have full voting rights.
- 8.6 The Directors may not directly or indirectly alter the rights or obligations attached to a class of membership.
- 8.7 The rights attached to a class of membership may only be varied if:
- 8.7.1 three-quarters of the members of that class consent in writing to the variation;  
or
- 8.7.2 a special resolution is passed at a separate general meeting of the members of that class agreeing to the variation.
- 8.8 The provisions in the Articles about general meetings shall apply to any meeting relating to the variation of the rights of any class of members.

## **9 APPLICATION FOR MEMBERSHIP**

- 9.1 Organisations may apply to the Charity for membership within one of the categories in Article 8, in the form required by the Directors.
- 9.2 Such applications will be determined by the Directors, although applications may be considered and approved by a sub-committee of Directors, subject to final ratification by the full Board of Directors.
- 9.3 When refusing an application:
- 9.3.1 The Directors may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the Charity to refuse the application.
- 9.3.2 The Directors must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.
- 9.3.3 The Directors must consider any written representations the applicant may make about the decision. The Directors' decision following any written representations must be notified to the applicant in writing but shall be final.

## **10 TERMINATION OF MEMBERSHIP**

Membership is terminated if:

- 10.1 the member organisation ceases to exist;

- 10.2 the member ceases to be a Director;
- 10.3 the member resigns by written notice to the Charity unless, after the resignation, there would be less than two members;
- 10.4 any sum due from the member organisation to the Charity is not paid in full within six months of it falling due;
- 10.5 the member or member organisation is removed from membership by a resolution passed by at least two-thirds of the members entitled to vote. A resolution to remove a member from membership may only be passed if:
  - 10.5.1 it is considered to be in the best interests of the Charity to remove such member from membership;
  - 10.5.2 the member has been given at least twenty-one days' notice in writing of the meeting at which the resolution will be proposed and the reasons why it is to be proposed;
  - 10.5.3 the member or, at the option of the member, the members' representative (who need not be a member of the Charity) has been allowed to make representations to the meeting.

## **11 GENERAL MEETINGS**

- 11.1 The Charity must hold its first annual general meeting within eighteen months after the date of its incorporation.
- 11.2 All subsequent annual general meetings shall be held within eight months of the end of the Charity's financial year.
- 11.3 The Directors shall present to each annual general meeting the report and accounts of the Charity for the preceding year.
- 11.4 The Directors may call a general meeting at any time.

## **12 NOTICE OF GENERAL MEETINGS**

- 12.1 The minimum periods of notice required to hold a general meeting of the Charity are:
  - 12.1.1 **twenty-one** clear days for an annual general meeting or a general meeting called for the passing of a special resolution;
  - 12.1.2 **fourteen** clear days for all other general meetings.
- 12.2 A general meeting may be called by shorter notice if it is so agreed by a majority in number of members having a right to attend and vote at the meeting, being a majority who together hold not less than 90 percent of the total voting rights.
- 12.3 The notice must specify the date time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so. The notice must also contain a statement setting

out the right of members to appoint a proxy under section 324 of the Companies Act 2006 and Article 15.2.

- 12.4 The notice must be given to all the members and to the Directors and auditors.
- 12.5 The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Charity.

### **13 PROCEEDINGS AT GENERAL MEETINGS**

- 13.1 No business shall be transacted at any general meeting unless a quorum is present.
- 13.2 A member shall not be counted in the quorum on any matter on which they are not entitled to vote.
- 13.3 A quorum is:
  - 13.3.1 **ten** members present in person or by proxy and entitled to vote upon the upon the business to be conducted at the meeting; or
  - 13.3.1 **one tenth** of the total membership at the time, whichever is the greater.
- 13.4 The authorised representative of a member organisation shall be counted in the quorum.
- 13.5 In respect of a quorum, if:
  - 13.5.1 a quorum is not present within half an hour from the time appointed for the meeting; or
  - 13.5.2 during a meeting a quorum ceases to be present;the meeting shall be adjourned to such time and place as the Directors shall determine.

### **14 CHAIRING MEMBERS' MEETINGS**

- 14.1 Before any other business is transacted at a general meeting, the persons present shall appoint a chairman of the meeting. Notwithstanding the election of a Chairman of Directors, the members may invite the President or Vice-President to chair the meeting.
- 14.2 If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a Director nominated by the Directors shall chair the meeting.
- 14.3 If there is only one Director present and willing to act, he or she shall chair the meeting.
- 14.4 If no Director is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present in person or by proxy and



entitled to vote must choose one of their number to chair the meeting.

## **15 VOTES OF MEMBERS**

- 15.1 Subject to Article 8, every member, whether an individual or an organisation, shall have one vote.
- 15.2 A member may appoint another person as his proxy to exercise all or any of his or her rights and to speak and vote at members' meetings of the Charity.
- 15.3 Each full member organisation shall be entitled to appoint up to two representatives to attend formally constituted meetings of the Charity. Notwithstanding this, the member organisation shall only be entitled to **one** vote.
- 15.4 Each full member organisation shall notify the Charity of the name of its representative or representatives. The representative or representatives shall not be entitled to represent the organisation at any meeting unless the notice has been received by the Charity. The representative or representatives may continue to represent the organisation until written notice to the contrary is received by the Charity. If either of the representatives resign from or otherwise leave the member organisation, he or she shall forthwith cease to be the representative of the member organisation.
- 15.5 Any notice given to the Charity will be conclusive evidence that a representative is entitled to represent the organisation or that his or her authority has been revoked. The Charity shall not be required to consider whether the representative has been properly appointed by the organisation.
- 15.6 A resolution put to the vote at a meeting shall be decided on a show of hands unless a poll is called for.
- 15.7 Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.

## **16 POLLS**

- 16.1 Any vote at a meeting shall be decided by a show of hands unless, before or on the declaration of the result of the show of hands, a poll is demanded:
  - 16.1.1 by the person chairing the meeting; or
  - 16.1.2 by at least two members present in person or by proxy and having the right to vote at the meeting; or
  - 16.1.3 by a member or members present in person or by proxy representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.
- 16.2 The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.

- 16.3 The result of the vote must be recorded in the minutes of the charity but the number or proportion of votes cast need not be recorded.
- 16.4 Withdrawing a demand:
- 16.4.1 a demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting.
- 16.4.2 if the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made.
- 16.5 A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be members) and who may fix a time and place for declaring the results of the poll.
- 16.6 The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- 16.7 A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.
- 16.8 A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs, subject to being taken within thirty days after it has been demanded.
- 16.9 If the poll is not taken immediately at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
- 16.10 If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.

## **17 CONTENT OF PROXY NOTICES**

- 17.1 Proxies may only validly be appointed by a notice in writing (a "proxy notice") which –
- 17.1.1 states the name and address of the member appointing the proxy;
- 17.1.2 identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
- 17.1.3 is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the Directors may determine; and
- 17.1.4 is delivered to the Charity in accordance with the Articles and any instructions contained in the notice of the general meeting to which they relate.

- 17.2 The Charity may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- 17.3 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- 17.4 Unless a proxy notice indicates otherwise, it must be treated as –
  - 17.4.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions to put to the meeting; and
  - 17.4.2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

## **18 DELIVERY OF PROXY NOTICES**

- 18.1 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Charity by or on behalf of that person.
- 18.2 An appointment under a proxy notice may be revoked by delivering to the Charity a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- 18.3 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- 18.4 If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

## **19 ADJOURNED MEETINGS**

- 19.1 If a meeting is adjourned because of a lack of a quorum, or by resolution of the members, the Directors must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.
- 19.2 If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting, the members present in person or by proxy at that time shall constitute the quorum for that meeting.
- 19.3 The members present in person or by proxy at a meeting may resolve during the meeting, by ordinary resolution, that the meeting shall be adjourned.
- 19.4 The person who is chairing the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution.
- 19.5 No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.

## **20 WRITTEN RESOLUTIONS**

- 20.1 A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that:
- 20.1.1 a copy of the proposed resolution has been sent to every eligible member;
  - 20.1.2 in the case of a special resolution, it must state in the written resolution that it is to be passed by means of a special resolution;
  - 20.1.3 a simple majority (or in the case of a special resolution a majority of not less than 75%) of members has signified its agreement to the resolution; and
  - 20.1.4 it is contained in an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date.
- 20.2 A resolution in writing may comprise several copies to which one or more members have signified their agreement.
- 20.3 In the case of a member that is an organisation, its authorised representative may signify its agreement.

## **21 PATRONS, PRESIDENT AND VICE-PRESIDENTS**

- 21.1 At the annual general meeting of the Charity the members may invite and elect a President and a Vice-President or Vice-Presidents.
- 21.2 For the avoidance of doubt, no President or Vice-President shall be Directors or members of the Charity.

## **22 DIRECTORS**

- 22.1 A Director must be a natural person aged 16 years or older.
- 22.2 No one may be appointed a Director if he or she would be disqualified from acting under the provisions of Article 26.
- 22.3 The first Directors shall be those persons notified to Companies House as the first directors of the Charity
- 22.4 The number of Directors shall be not less than **six** and not more than **fifteen** with there being a mix of independent individuals and representatives of member organisations as determined by the board to best reflect the current needs of the Charity. {This clause was modified by a resolution at an Extraordinary General Meeting on 17<sup>th</sup> January 2017}.
- 22.5 Within the limits expressed in Clause 22.4, the Directors shall comprise:

22.5.1 at least three and not more than ten individuals;

22.5.2 at least three and not more than ten persons who are representatives of member organisations;

all of whom shall be appointed in accordance with Clauses 24 and 25. {This clause was modified by a resolution at an Extraordinary General Meeting on 17<sup>th</sup> January 2017}.

22.6 A Director may not appoint an alternate Director or anyone to act on his or her behalf at meetings of the Directors.

## **23 POWERS OF DIRECTORS**

23.1 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 Companies Acts, the Charities Act, the Articles or any special resolution.

23.2 No alteration of the Articles or any special resolution shall have retrospective effect to invalidate any prior act of the Directors.

23.3 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.

23.4 Any bank account in which any part of the assets of the Charity is deposited shall be operated by the Directors and shall indicate the name of the Charity.

## **24 APPOINTMENT OF DIRECTORS**

24.1 A Director shall be appointed for a term of three years, but may be re-elected, subject to a maximum of two terms of office, or six years in total.

25.2 Thereafter a Director shall not be eligible for re-appointment until one year after his or her retirement. In this Article 25.2 a "year" means the period between one annual general meeting and the next.

25.3 A Director shall be appointed either:

25.3.1 by ordinary resolution of the members at general meeting; or

25.3.2 by the Board of Directors.

25.4 No person may be appointed a Director at any general meeting unless:

25.4.1 he or she is recommended for election or re-election by the Directors; or

25.4.2 not less than fourteen nor more than thirty-five clear days before the date of the meeting, the Charity is given a notice that:

25.4.2.1 is signed by a member entitled to vote at the meeting;

25.4.2.2 states the member's intention to propose the appointment of a person as a Director;

- 25.4.2.3 contains the details that, if the person were to be appointed, the Charity would have to file at Companies House; and
  - 25.4.2.4 is signed by the person who is to be proposed to show his or her willingness to be appointed.
- 25.5 All members who are entitled to receive notice of a general meeting must be given not less than seven nor more than twenty-eight clear days' notice or any resolution to be put to the meeting to appoint a Director.
- 25.6 The Directors may appoint a person who is willing to act to be a Director, provided that no more than one-third of the total number of Directors may be appointed by the remaining Directors.
- 25.7 A Director appointed by a resolution of the other Directors must retire at the next annual general meeting, although they may be re-appointed by the members.
- 25.8 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.
- 25.9 No person shall be entitled to act as a Director, whether on a first or on any subsequent entry into office until after signing a copy of the terms of reference for Directors which includes a declaration of his or her willingness to act in the interests of the Charity, and returning the signed copy to the Chairman.

## **26 DISQUALIFICATION AND REMOVAL OF DIRECTORS**

- 26.1 A Director shall cease to hold office if he or she:
- 26.1.1 is subject to a disqualification order under the Company Directors Disqualification Act 1986 or to an order made under section 429(2)(b) of the Insolvency Act 1986 or if he or she ceases to be a Director by virtue of any provision in the Companies Acts;
  - 26.1.1 is disqualified from acting as a trustee by virtue of section 72 of the Charities Act (or any statutory re-enactment or modification of that provision);
  - 26.1.2 has been adjudged bankrupt or sequestration of his estate has been awarded and (in either case) he has not been discharged or the bankruptcy order has not been annulled or rescinded;
  - 26.1.3 has made a composition or arrangement with, or granted a trust deed for, his creditors and has not been discharged in respect of it;
  - 26.1.4 ceases to be a member of the Charity;
  - 26.1.5 ceases to hold office or be a member of a member organisation;
  - 26.1.6 becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;

26.1.7 resigns as a Director by notice to the Charity (but only if at least three Directors will remain in office when the notice of resignation is to take effect);

26.1.8 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

26.1.9 fails to declare the nature of any direct or indirect interest in Charity business as required by Companies Acts or these Articles, and the Directors determine that their office shall be vacated.

26.2 Where, by virtue of these Articles, a person becomes disqualified from holding, or from continuing to hold, office as a Director, and he or she is, or is proposed to become, a Director, he or she shall upon becoming so disqualified give notice in hard copy or electronic form of that fact to the Charity.

26.3 In accordance with the Companies Acts, upon giving of special notice of twenty-eight clear days, the Charity may, by passing an ordinary resolution (and complying with the procedures set out in sections 168 and 169 of the Companies Act 2006), remove any Director before the end of his period of office notwithstanding anything in these Articles or any agreement between the Charity and the Director to the contrary.

26.4 The removal of a Director shall be without prejudice to and shall not affect any obligation or liability incurred by him or her or to which he or she was subject prior to their removal.

## **27 REMUNERATION OF DIRECTORS**

27.1 Directors may be paid all reasonable and proper out of pocket travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of Directors or committees of Directors or members' meetings or otherwise in connection with the discharge of their duties, but shall otherwise be paid no remuneration unless it is authorised by Article 6.

## **28 PROCEEDINGS OF DIRECTORS**

28.1 The Directors may regulate their proceedings as they think fit, subject to the provisions of the Articles.

28.2 The Directors shall hold at least two board meetings each year.

28.3 The Directors shall appoint a Director to chair their meetings and may at any time revoke such an appointment.

28.4 The Chairman shall act as chairman at meetings of Directors. If the Chairman is not present, the Directors present shall choose one of their number to be chairman of the meeting before any other business is transacted.

28.5 The person appointed to chair 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.

- 28.6 Not less than fourteen days' notice shall be given of board meetings and the notice convening the meeting shall specify the time and location of the meeting and the nature of the business to be discussed.
- 28.7 A special meeting may be called at any time by any of the Directors upon not less than fourteen days' notice being given as above.
- 28.8 Meetings may be called at short notice with the agreement of all Directors.
- 28.9 Questions arising at a meeting shall be decided by a majority of votes.
- 28.10 In the case of an equality of votes, the person who is chairing the meeting shall have a second or casting vote.
- 28.11 A meeting may be held by suitable electronic means agreed by the Directors in which each participant may communicate with all the other participants.
- 28.12 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. 'Present' includes being present by suitable electronic means agreed by the Directors in which a participant or participants may communicate with all the other participants.
- 28.13 The quorum shall be **three** 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.
- 28.14 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.
- 28.15 If the number of Directors is less than the number fixed as the quorum, the continuing Directors or Director may act only for the purpose of filling vacancies, of calling a general meeting or of protecting the assets of the Charity.
- 28.16 A resolution in writing or in electronic form agreed by a simple majority 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:
- 28.16.1 a copy of the resolution is sent or submitted to all the Directors eligible to vote; and
- 28.16.2 a simple majority of Directors 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.



28.17 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.

## **29 DELEGATION**

29.1 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.

29.2 The Directors may impose conditions when delegating, including the conditions that:

29.2.1 the relevant powers are to be exercised exclusively by the committee to whom they delegate or exclusively by the Directors on the committee where non-Directors are invited to attend;

29.2.2 no expenditure may be incurred on behalf of the Charity except in accordance with a budget previously agreed with the Directors.

29.3 The Directors may revoke or alter a delegation.

29.4 All acts and proceedings of any committees must be fully and promptly reported to the Directors.

29.5 Any person employed by the Charity may be invited to be in attendance at meetings of the Directors or any sub-committee and may take part in discussions at such meetings, but shall not be entitled to vote.

## **30 DECLARATION OF DIRECTORS' INTERESTS**

30.1 Every Director has a duty to 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.

30.2 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).

30.3 This Article applies equally to connected persons.

## **31 CONFLICTS OF INTEREST**

31.1 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 the Articles, the unconflicted Directors may authorise such a conflict of interest where the following conditions apply:

31.1.1 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;

31.1.2 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; and

31.1.3 the unconflicted Directors consider it is in the interests of the Charity to authorise the conflict of interests in the circumstances applying.

31.2 In this Article a conflict of interest arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a Director or to a connected person.

## **32 VALIDITY OF DIRECTORS' DECISIONS**

32.1 Subject to Article 32.2, 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:

32.1.1 who was disqualified from holding office;

32.1.2 who had previously retired or who had been obliged by the constitution to vacate office;

32.1.3 who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise, if without:

32.1.3.1 the vote of that Director; and

32.1.3.2 that Director being counted in the quorum;

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

32.2 Article 32.1 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 Article 32.1, the resolution would have been void, or if the Director has not complied with Article 30.

## **33 SEAL**

33.1 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 so determined it shall be signed in accordance with the Companies Acts.

## **34 MINUTES**

34.1 The Directors must keep minutes of all:

34.1.1 appointments of officers made by the Directors;

34.1.2 proceedings at meetings of the Charity;

34.1.3 meetings of the Directors and committees of Directors including:

- 34.1.3.1 the names of the directors present at the meeting;
- 34.1.3.2 the decisions made at the meetings; and
- 34.1.3.3 where appropriate the reasons for the decisions.

34.2 The Directors shall ensure that minutes are made of all discussions and business transacted at meetings of the Directors and any sub-committees. Such minutes shall be read, confirmed and signed by the Chairman of the next subsequent meeting. The signed minutes shall be retained as a record with the company books

## **35 ACCOUNTS**

35.1 The funds belonging to the Charity shall be applied only in furthering the Objects and in accordance with the provisions of the Financial Procedures Manual which must be reviewed and approved by Directors at least annually.

35.2 The Directors must prepare for each financial year accounts as required by the Companies Acts. 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. They must be audited or independently examined in accordance with the Companies Acts.

35.3 The Directors must keep accounting records as required by the Companies Acts.

## **36 ANNUAL REPORT AND RETURN**

36.1 The Directors must comply with the requirements of the Charities Act with regard to the:

36.1.1 transmission of the statements of account to the Charity;

36.1.2 preparation of an Annual Report and its transmission to the Commission;

36.1.3 preparation of an Annual Return and its transmission to the Commission.

36.2 The Directors must notify the Commission promptly of any changes to the Charity's entry on the Central Register of Charities.

36.3 The Directors shall also comply with their obligations under the Companies Acts as to the preparation of an annual return and its transmission to the Registrar of Companies, together with all forms and resolutions as appropriate.

## **37 MEANS OF COMMUNICATION TO BE USED**

37.1 Subject to the Articles, anything sent or supplied by or to the Charity under the Articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Charity.

37.2 Subject to the Articles, any notice or document to be sent or supplied to a Director in connection with the taking of decisions by Directors may also be sent or supplied by

the means by which that Director has asked to be sent or supplied with such notices or documents for the time being.

37.3 Any notice to be given to or by any person pursuant to the Articles must be either:

37.3.1 in writing; or

37.3.2 in electronic form, as long as a such person has agreed to receive the notice in that form and has not, since the time of that agreement, indicated otherwise.

37.4 The Charity may give any notice to a member either:

37.4.1 personally; or

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

37.4.3 by leaving it at the address of the member; by giving it in electronic form to a notified address;

37.4.4 by placing the notice on a website and providing the member with a notification in writing or in electronic form of the presence of the notice on the website. The notification must state that it concerns a notice of a company meeting and must specify the place, date and time of the meeting.

37.5 Any member who has received a notice, resolution or document from the Charity otherwise than in hard copy form, is entitled to require the Charity To send him a version of the notice, resolution or document in hard copy form as soon as reasonably practicable and, in any event, within 21 days of receipt of the request and the Charity may not make a charge for providing the notice, resolution or document.

37.6 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.

37.7 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.

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

37.9 Proof that an electronic form of notice was given shall be conclusive where the company can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act 2006.

37.10 In accordance with section 1147 of the Companies Act 2006, notice shall be deemed to be given:

37.10.1 48 hours after the envelope containing it was posted; or

37.10.2 in the case of an electronic form of communication, 48 hours after it was sent.

- 37.11 In calculating a period of hours for the purposes of sending notices, resolution or documents to members (but not for the purposes of clear days under Article 12), no account shall be taken of any part of a day that is not a working day.

## **38 INDEMNITY**

- 38.1 Every Director, auditor, secretary or other officer of the Charity shall be entitled to be indemnified out of the assets of the Charity against all costs and liabilities incurred by them in relation to any proceedings (whether criminal or civil) which relate to anything done or omitted or alleged to have been done or omitted by him acting in his role, save that no Director, auditor, secretary or other officer of the Charity shall be entitled to be indemnified:

38.1.1 for any liability incurred by him to the Charity or any associated body corporate;

38.1.2 for any fine imposed in criminal proceedings;

38.1.3 for any sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature howsoever arising;

38.1.4 for any costs for which he has become liable in defending any criminal proceedings in which he is convicted and such conviction has become final;

38.1.5 for any costs for which he has become liable in defending any civil proceedings brought by the Charity or an associated body corporate in which a final judgment has been given against him; and

38.1.6 for any costs for which he has become liable in connection with any application under sections 144 or 727 of the Companies Act 1985 or section 661(3) or (4), and section 1157 of the Companies Act 2006 in which the court refuses to grant him relief and such refusal has become final.

## **39 RULES**

- 39.1 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.

- 39.2 The bye laws may regulate the following matters but are not restricted to them:

39.2.1 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;

39.2.2 the conduct of members of the Charity in relation to one another, and to the Charity's employees and volunteers;

39.2.3 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;

39.2.4 the procedure at general meetings and meetings of the Directors in so far as such procedure is not regulated by the Companies Acts or by the Articles;

39.2.5 generally, all such matters as are commonly the subject matter of company rules.

39.3 The Charity in general meeting has the power to alter, add to or repeal the rules or bye laws.

39.4 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.

39.5 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.

#### **40 DISSOLUTION**

40.1 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:

40.1.1 directly for the Objects; or

40.1.2 by transfer to any charity or charities for purposes similar to the Objects; or

40.1.3 to any charity or charities for use for particular purposes that fall within the Objects.

40.2 Subject to any such resolution of the members of the Charity, the Directors 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 made for them, shall on or before dissolution of the Charity be applied or transferred:

40.2.1 directly for the Objects; or

40.2.2 by transfer to any charity or charities for purposes similar to the Objects; or

40.2.3 to any charity or charities for use for particular purposes that fall within the Objects.

40.3 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 resolution in accordance with Article 40.1 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.

## Amendments

*This model is based on the Charity Commission model dated August 2010 with the following amendments:*

<b>Article</b>	<b>Amendments</b>
Arts 5.1 to 5.10 Arts 5.18 to 5.20 Arts 5.24 to 5.25 Art 5.27	New powers, largely taken from existing constitution
Arts 5.11 to 5.14, Arts 5.16 to 5.17	Wording expanded
Art 6.8	"one or more" changed to "a majority of the" directors
Art 6.8	Connected persons now in definitions section at the beginning
Art 7.1	Existing directors automatically members
Art 10.1	Director automatically ceasing to be member once retire as director
Art 13.2	Conflicted member not counted in quorum
Art 20.1.2	Written special resolution must state that it is special resolution
Art 24.4	Additional provision re: bank account
Art 26.1	Additional reasons for disqualification of directors
Art 26.2	Notice of disqualification to charity
Art 26.3	Removal of directors by members
Art 26.4	Directors still subject to liability despite removal
Art 28.12	Additional action to be taken by less than quorate directors
Art 34.2	Additional wording
Art 36.3	Including returns to Companies House
Art 37.5	Right for members to request hard copy of notices
Art 37.11	Calculating notice periods
Arts 6.6, 8, 9.2, 11.2, 11.3, 14.1, 15.3, 15.4, 21, 25.1, 25.2, 25.6, 25.9, 28.2-28.6, 29.1, 29.5, 38.1	Taken from existing constitution



**CERTIFICATE OF INCORPORATION  
OF A PRIVATE LIMITED COMPANY**

Company No. 3254216

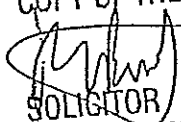
The Registrar of Companies for England and Wales hereby certifies that

(THE)MILFORD & VILLAGES DAY CENTRE (FOR THE ELDERLY)

is this day incorporated under the Companies Act 1985 as a private company and that the company is limited.

Given at Companies House, Cardiff, the 19th September 1996

I CERTIFY THIS TO BE A TRUE AND COMPLETE  
COPY OF THE ORIGINAL DOCUMENT



SOLICITOR  
OF PENNINGTONS  
HIGHFIELD, BRIGHTON ROAD, GODALMING  
SURREY GU7 1NS



A. F. FLETCHER

For The Registrar Of Companies



C O M P A N I E S H O U S E



~~REC~~

THE COMPANIES ACTS 1985 and 1989  
COMPANY LIMITED BY GUARANTEE AND NOT HAVING  
A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

of

MILFORD & VILLAGES DAY CENTRE FOR THE ELDERLY

---

The Company's name is THE MILFORD & VILLAGES DAY CENTRE FOR THE ELDERLY ("the Charity").

The registered office of the Charity is to be situated in England and Wales.

The objects for which the charity is established ("the Objects") are to promote the welfare of the aged in any manner which now is or hereafter may be deemed by law to be charitable within the county of Surrey

In furtherance of the Objects but not otherwise the Charity may exercise the following powers:

- (a) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts in the name of the Charity.
- (b) to raise funds and to invite and receive contributions provided that in raising funds the Charity shall not undertake any substantial permanent trading activities and shall conform to any relevant statutory regulations.
- (c) to acquire, alter, improve and (subject to such consents as may be required by law) to charge or otherwise dispose of property;

withdraw from any meeting at which his or her appointment or remuneration, or that of his or her partner, is under discussion;

- (b) of reasonable and proper remuneration for any services rendered to the Charity by any member, officer or servant of the Charity who is not a trustee;
  - (c) of interest on money lent by any member of the Charity or trustee at a reasonable and proper rate per annum not exceeding 2 per cent less than the published base lending rate of a clearing bank to be selected by the trustees;
  - (d) of fees, remuneration or other benefit in money or money's worth to any company of which a trustee may also be a member holding not more than 1/100th part of the issued capital of that company;
  - (e) of reasonable and proper rent for premises demised or let by any member of the Company or a trustee;
  - (f) to any trustee of reasonable out-of-pocket expenses.
6. The liability of the members is limited by guarantee.
7. Every member of the Charity undertakes to contribute such amount as may be required (not exceeding £10) to the Charity's assets if it should be wound up while he or she is a member or within one year after he or she ceases to be a member, for payment of the Charity's debts and liabilities contracted before he or she ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.
8. If the Charity is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property it shall not be paid to or distributed among the members of the Charity, but shall be given or transferred to some other charity or charities having objects similar to the Objects which prohibits the distribution of its

(d) subject to clause 5 below to employ such staff, who shall not be directors ("trustees") of the Charity, as are necessary for the proper pursuit of the Objects and to make all reasonable and necessary provision for the payment of pensions and superannuation to staff and their dependants;

(e) to establish or support any charitable trusts, associations or institutions formed for all or any of the Objects;

(f) to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the Objects or similar charitable purposes and to exchange information and advice with them;

(g) to pay out of the funds of the Charity the costs, charges and expenses of and incidental to the formation and registration of the Charity;

(h) to do all such other lawful things as are necessary for the achievement of the Objects;

5. The income and property of the Charity shall be applied solely towards the promotion of the Objects and no part shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to members of the Charity, and no trustee shall be appointed to any office of the Charity paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Charity: Provided that nothing in this document shall prevent any payment in good faith by the Charity:

(a) of the usual professional charges for business done by any trustee who is a solicitor, accountant or other person engaged in a profession, or by any partner of his or hers, when instructed by the Charity to act in a professional capacity on its behalf: Provided that at no time shall a majority of the trustees benefit under this provision and that a trustee shall

such times and places as the trustees shall appoint. All general meetings other than annual general meetings shall be called extraordinary general meetings.

4. The Trustees may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition. If there are not within the United Kingdom sufficient Trustees to call a general meeting, any trustee or any member of the Charity may call a general meeting.

#### Notice of general meetings

5. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution appointing a person as a Trustee shall be called by at least twenty-one clear days' notice. All other extraordinary general meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed:

- (a) in the case of an annual general meeting, by all the members entitled to attend and vote; and
- (b) in the case of any other meeting by a majority in number of members having a right to attend and vote, being a majority together holding not less than 95 per cent of the total voting rights at the meeting of all the members.

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such.

The notice shall be given to all the members and to the Trustees and auditors.

"the Trustees" means the directors of the Charity (and "Trustee" has a corresponding meaning);

"the United Kingdom" means Great Britain and Northern Ireland,  
words importing the masculine gender only shall include the feminine gender

Subject as aforesaid, words or expressions contained in these Articles shall, unless the context requires otherwise, bear the same meaning as in the Act.

#### Members

2. (a) The subscribers to the Memorandum and such other persons of organisations as are admitted to membership in accordance with the rules made under Article 61 shall be members of the Charity. No person shall be admitted a member of the Charity unless his application for membership is approved by the Trustees
- (b) Unless the Trustees or the Charity in general meeting shall make other provisions under Article 61, the trustees may in their absolute discretion permit any member of the Charity to retire, provided that after such retirement the number of members is not less than two.

#### General meetings

3. The Charity shall hold an annual general meeting each year in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the Charity and that of the next: Provided that so long as the Charity holds its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at

present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

13. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded.
  - (a) by the chairman; or
  - (b) by at least two members having the right to vote at the meeting; or
  - (c) by a member, of members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.
14. Unless a poll is duly demanded a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
15. The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the chairman. The withdrawal of a demand for

6. 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.

Proceedings at general meetings

7. No business shall be transacted at any meeting unless a quorum is present. Ten persons entitled to vote upon the business to be transacted, each being a member or a duly authorised representative of a member organisation, or one tenth of the total number of such persons for the time being, whichever is the greater, shall constitute a quorum.
8. If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Trustees may determine.
9. The chairman, if any, of the Trustees or in his absence some other trustee nominated by the Trustees shall preside as chairman of the meeting, but if neither the chairman nor such other Trustee (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Trustees present shall elect one of their number to be chairman and, if there is only one Trustee present and willing to act, he shall be chairman.
10. If no Trustee is willing to act as chairman, or if no Trustee is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chairman.
11. A Trustee shall, notwithstanding that he is not a member, be entitled to attend and speak at any general meeting.
12. The chairman may, with the consent of a meeting at which a quorum is

22. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.
23. A vote given or poll demanded by the duly authorised representative of a member organisation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Charity at the office before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.
24. Any organisation which is a member of the Charity may by resolution of its Council or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Charity, and the person so authorised shall be entitled to exercise the same powers on behalf of the organisation which he represents as the organisation could exercise if it were an individual member of the Charity.

#### Trustees

25. The number of Trustees shall be not less than three but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum.
26. The first Trustees shall be those persons named in the statement delivered pursuant to section 10 (2) of the Act, who shall be deemed to have been appointed under the Articles. Future Trustees shall be appointed as provided subsequently in the Articles.



a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made

6. A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
7. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have.
8. A poll demanded on the election of a chairman or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent continuance of a meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
9. No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven Clear Days' notice shall be given specifying the time and place at which the poll is to be taken.

#### Votes of members

10. Subject to Article 17, every member shall have one vote.
11. No member shall be entitled to vote at any general meeting unless all moneys then payable by him to the Charity have been paid.

30. Subject to the provisions of the Act, the Trustees to retire by rotation shall be those who have been longest in office since their last appointment or reappointment, but as between persons who became or were last reappointed Trustees on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
31. If the Charity at the meeting at which a Trustee retires by rotation, does not fill the vacancy the retiring Trustee shall, if willing to act, be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of the Trustee is put to the meeting and lost.
32. No person other than a Trustee retiring by rotation shall be appointed or reappointed a Trustee at any general meeting unless:
- (a) he is recommended by the Trustees; or
  - (b) not less than fourteen nor more than thirty-five Clear Days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the Charity of the intention to propose that person for appointment or reappointment stating the particulars which would, if he were so appointed or reappointed, be required to be included in the Charity's register of Trustees together with a notice executed by that person of his willingness to be appointed or reappointed.
33. No person may be appointed as a Trustee:
- (a) unless he has attained the age of 18 years; or
  - (b) in circumstances such that, had he already been a Trustee; he would have been disqualified from acting under the provisions of Article 38.
34. Not less than seven nor more than twenty-eight Clear Days before the date appointed for holding a general meeting notice shall be given to

#### Powers of trustees

27. Subject to the provisions of the Act, the Memorandum and the Articles and to any directions given by special resolution the business of the Charity shall be managed by the Trustees who may exercise all the powers of the Charity. No alteration of the Memorandum or the Articles and no such direction shall invalidate any prior act of the Trustees which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article shall not be limited by any special power given to the Trustees by the Articles and a meeting of Trustees at which a quorum is present may exercise all the powers exercisable by the Trustees.
28. In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the articles the Trustees shall have the following powers, namely:
- (a) to expend the funds of the Charity in such manner as they shall consider most beneficial for the achievement of the objects and to invest in the name of the Charity such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the objects of the charity;
  - (b) to enter into contracts on behalf of the Charity.

#### Appointment and retirement of Trustees

29. At the first annual general meeting all the Trustees shall retire from office, and at every subsequent annual general meeting one-third of the Trustees who are subject to retirement by rotation or, if their number is not three or a multiple of three, the number nearest to one-third shall retire from office; but, if there is only one Trustee who is subject to retirement by rotation, he shall retire.

45 of the Charities Act 1992 (or any statutory re-enactment or modification of that provision);

- (b) becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs;
- (c) resigns his office by notice to the Charity (but only if at least two Trustees will remain in office when the notice of resignation is to take effect); or
- (d) is absent without the permission of the Trustees from all their meetings held within a period of six months and the trustees resolve that his office be vacated.

#### Trustees' expenses

The Trustees may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of Trustees or committees of trustees or general meetings or otherwise in connection with the discharge of their duties, but shall otherwise be paid no remuneration.

#### Trustees' appointments

Subject to the provisions of the Act and to Clause 5 of the Memorandum, the Trustees may appoint one or more of their number to the unremunerated office of managing director or to any other unremunerated executive office under the Charity. Any such appointment may be made upon such terms as the Trustees determine. Any appointment of a Trustee to an executive office shall terminate if he ceases to be a Trustee. A managing director and a Trustee holding any other executive office shall not be subject to retirement by rotation.

Except to the extent permitted by clause 5 of the Memorandum, no Trustee shall take or hold any interest in property belonging to the Charity or receive remuneration or be interested otherwise than as a

all persons who are entitled to receive notice of the meeting of any person (other than a Trustee retiring by rotation at the meeting) who is recommended by the Trustees for appointment or reappointment as a Trustee at the meeting or in respect of whom notice has been duly given to the Charity of the intention to propose him at the meeting for appointment or reappointing as a Trustee. The notice shall give the particulars of that person which would, if he were so appointed or reappointed, be required to be included in the Charity's register of Trustees.

Subject as aforesaid, the Charity may by ordinary resolution appoint a person who is willing to act to be a Trustee either to fill a vacancy or as an additional Trustee and may also determine the rotation in which any additional Trustees are to retire.

The Trustees may appoint a person who is willing to act to be a Trustee either to fill a vacancy or as an additional Trustee provided that the appointment does not cause the number of Trustees to exceed any number fixed by or in accordance with the Articles as the maximum number of Trustees. A Trustee so appointed shall hold office only until the next following annual general meeting and shall not be taken into account in determining the Trustees who are to retire by rotation at the meeting. If not reappointed at such annual general meeting, he shall vacate office at the conclusion thereof.

Subject as aforesaid, a Trustee who retires at an annual general meeting may, if willing to act, be reappointed.

#### Disqualification and removal of Trustees

A trustee shall cease to hold office if he:

- (a) ceases to be a Trustee by virtue of any provision in the Act or is disqualified from acting as a Trustee by virtue of section

sub-committee; provided that all acts and proceedings of any such sub-committee shall be fully and promptly reported to the Trustees.

47. All acts done by a meeting of Trustees, or of a committee of Trustees, shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Trustee or that any of them were entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Trustee and had been entitled to vote.

48. A resolution in writing, signed by all the Trustees entitled to receive notice of a meeting of trustees or of a committee of trustees, shall be as valid and effective as if it had been passed at a meeting of Trustees or (as the case may be) a committee of Trustees duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the Trustees.

49. Any bank account in which any part of the assets of the Charity is deposited shall be operated by the trustees and shall indicate the name of the Charity. All cheques and orders for the payment of money from such account shall be signed by at least two Trustees.

Secretary

50. Subject to the provisions of the Act, the Secretary shall be appointed by the Trustees for such term, at such remuneration (if not a Trustee) and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them.

Minutes

51. The Trustees shall keep minutes in books kept for the purpose:

- (a) of all appointments of officers made by the Trustees; and
- (b) of all proceedings at meetings of the Charity and of the Trustee and of committees of trustees including the names of the Trustees present at each such meeting.

Trustee in any other contract to which the Charity is party.

#### Proceedings of trustees

Subject to the provisions of the articles, the Trustees may regulate their proceedings as they think fit. A Trustee may, and the Secretary at the request of a Trustee shall, call a meeting of the Trustees. It shall not be necessary to give notice of a meeting to a Trustee who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall have a second or casting vote.

The quorum for the transaction of the business of the Trustees may be fixed by the Trustees but shall not be less than one-third of their number or two Trustees, whichever is the greater.

The Trustees may act notwithstanding any vacancies in their number, but, if the number of Trustees is less than the number fixed as the quorum, the continuing Trustee or Trustee may act only for the purpose of filling vacancies or of calling a general meeting.

The Trustees may appoint one of their number to be the chairman of their meeting and may at any time remove him from that office. Unless he is unwilling to do so, the Trustee so appointed shall preside at every meeting of Trustees at which he is present. But if there is no Trustee holding that office, or if the Trustee holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Trustees present may appoint one of their number to be chairman of the meeting.

The Trustees may appoint one or more sub-committees consisting of three or more Trustees for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Trustees would be more conveniently undertaken or carried out by a

address, but otherwise no such member shall be entitled to receive any notice from the Charity.

58. A member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.

59. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

#### Indemnity

60. Subject to the provisions of the Act every Trustee or other officer or auditor of the Charity shall be indemnified out of the assets of the Charity against any liability incurred by him in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty of trust in relation to the affairs of the Charity.

#### Rules

61. (a) The Trustees may from time to time make such rules or bye laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Charity and for the purposes of prescribing classes of <sup>d</sup> conditions of membership, and in particular but without prejudice to the generality of the foregoing, they may by such rules or bye laws regulate.

(i) the admission and classification of members of the Charity (including the admission of organisations to membership) and the rights and privileges of such members, and the conditions of membership and the terms



### The Seal

52. The Seal shall only be used by the authority of the Trustees or of a committee of Trustees authorised by the Trustees. The trustees may determine who shall sign any instrument to which the Seal is affixed and unless otherwise so determined it shall be signed by a Trustee and by the secretary or by a second Trustee.

### Accounts

53. Accounts shall be prepared in accordance with the provisions of Part VII of the Act.

### Annual Report

54. The Trustees shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Commissioners.

### Annual Return

55. The Trustees shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Commissioners.

### Notices

56. Any notice to be given to or by any person pursuant to the Articles shall be in writing except that a notice calling a meeting of the Trustees need not be in writing.
57. The Charity may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address. A member whose registered address is not within the United Kingdom and who gives to the company an address within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that

SIGNED BY CAMILLA JANE INGLIS  
of Summerlands, Hammer Lane,  
Churt, Hindhead, Surrey,  
GU26 6JD in the presence of:

CR/


CR/ JGWS.

CAMILLA JANE INGLIS

- ) Summerlands,
- ) Hammer Lane
- ) CHURT, HINDHEAD
- ) Surrey GU26 6JD

*Pat Inglis*

SIGNED BY ROBERT GARY CAMPBELL  
GRAY of College Copse,  
Skinners Lane, Chiddingfold,  
Surrey, GU8 4UR in the  
presence of:

- ) 
- ) College Copse,
- ) Skinners Lane,
- ) Chiddingfold, Surrey GU8 4UR.

*Robert Gary Campbell Gray*  
*Pat Inglis*

SIGNED BY PATRICIA KATHLEEN  
POCOCK of Greycot,  
Hookley Lane, Elstead, Surrey,  
GU8 6JE in the presence of:

- ) P. K. Pocock
- ) Greycot,
- ) Hookley Lane,
- ) Elstead, Surrey

*PATRICIA KATHLEEN POCK*  
*Pat Inglis*  
GU8 6JE

SIGNED BY JANET ROSE of  
Meadowlands, Coxcombe Lane,  
Chiddingfold, Surrey, GU8 4QF  
in the presence of:

- ) Janet Rose
- ) Meadowlands
- ) Coxcombe Lane
- ) Chiddingfold, SURREY GU8 4QF

*JANET ROSE*  
*Pat Inglis*

ON THE . . . DAY OF . . . 1996

on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members;

- (ii) the conduct of members of the Charity in relation to one another, and to the Charity's servants;
- (iii) 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;
- (iv) the procedure at general meetings and meetings of the trustees and committees of the Trustees in so far as such procedure is not regulated by the Articles;
- (v) generally, all such matters as are commonly the subject matter of company rules.


(b) The Charity in general meetings shall have power to alter, add to or repeal the rules or bye laws and the Trustees shall adopt such means as they think sufficient to bring to the notice of members of the Charity all such rules or bye laws, which shall be binding on all members of the Charity. Provided that no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or the Articles.

---


Signatures, Names and Addresses of Subscribers

---

SIGNED BY JEAN FRANCES ADAMS  
of Tilston, Oak Ridge,  
Hambleton, Hydestile,  
Godalming, Surrey  
in the presence of:

) Jean Adams  
) "Oakridge" Hambleton Road,  
) Hydestile, Godalming, Surrey,  
) 

SIGNED BY JOHN FREDERICK  
ARTHUR BLOWERS of Willowfield,  
New Road, Wormley, Godalming,  
Surrey, GUB 5SU in the  
presence of:

) John Blowers JOHN BLOWERS  
) Willowfield, New Road  
) Wormley Godalming Surrey  
)  GUB 5SU