

THE COMPANIES ACTS 1948 to 2006

THE ST EDMUNDSBURY AND IPSWICH
DIOCESAN BOARD OF FINANCE

(Company Registration Number 143034)

SPECIAL RESOLUTION

That the company's articles of association be amended by:-

A. The deletion of the existing articles 2 to 9 and the substitution for them of the following new articles:-

- “2. The number of the members of the Board shall not exceed 75 but the Board may register an increase in that number whenever it is considered desirable.
3. The Bishop for the time being of the Diocese shall be a member of the Board ex officio. Not less than three-quarters of the other members of the Board shall be elected by the Diocesan Synod and not less than two-thirds of them shall be members of the Diocesan Synod. The majority of the members of the Board shall be lay persons.
4. Subject to Articles 2 and 3 hereof, the members of the Board shall comprise the members from time to time of the Bishop's Council and Standing Committee of the Diocesan Synod and any such person shall become a member of the Board upon becoming a member of such council. Membership of the Board shall cease upon cessation of membership of such council. The Diocesan Synod shall have power by resolution from

time to time to alter the provisions of this Articles and generally to determine the membership of the Board, but subject always to Articles 2 and 3.”

- B. The deletion of the existing articles 24 to 28 and the substitution for them of the following articles:-

“THE DIRECTORS

24. The Directors of the Board shall be all the members of the Board from time to time and any such person shall become a Director upon becoming a member of the Board. The Directors shall perform such functions and exercise such powers as shall from time to time be delegated to them by the Board and shall be the charitable trustees of the Board.

25. A Director shall vacate office is:-

- (a) he ceases to be a member of the Board;
- (b) he is removed from office by a resolution duly passed under section 168 of the Companies Act 2006;
- (c) he becomes prohibited from being a director or a charitable trustee by reason of any other provision of the Acts”

EXPLANATORY NOTE ABOUT
THE SPECIAL RESOLUTION

- A. The two aims of the proposed change are:-

- (a) to make the membership of the DBF the same as the membership of the Bishop’s Council; (see part A of the resolution)

- (b) to make the DBF membership the same as its directors/charitable trustees (see part B of the resolution).
- B. No attempt has been made to update the Articles or make other changes.
- C. These changes do not require the consent of the Charity Commission.
- D. A special resolution has to be passed by a 75% majority of those members present in person or by proxy and entitled to vote.
- E. The new Article 3 reflects the statutory requirements for the articles of association of a DBF under the 1925 Diocesan Boards of Finance Measure.
- F. The intention of the last part of the new Article 4 is to give Diocesan Synod control over the membership of the DBF subject only to the 1925 Measure.
- G. After the changes, we will be left with blanks for Articles 5-9, and 26-28. This is deliberate.
- H. Other existing articles already allow for sub-committees of the DBF.
- I. The wording of the Articles to be deleted is as follows:-

MEMBERS

2. *For the purposes of registration the number of the members of the Board is declared not to exceed 75 at the time of the adoption of these Articles. The Board may register an increase of members whenever it is considered desirable.*
3. *Subject to Article 2 hereof the following persons shall be members of the Board:-*
- (a) *The Bishop for the time being of the Diocese (who shall be the President of the Board) the Suffragan Bishop and the Archdeacons for the time being of the archdeaconries of the diocese representative of*

- the diocese on the central Board of Finance the Provost of St Edmundsbury and the Honorary Treasurer of the Board ex-officio.*
- (b) Such other and such number of persons to be elected triennially by the Diocesan Synod or by the Deanery Synod or otherwise as the Diocesan Synod shall from time to time direct provided that, in pursuance of the Diocesan Boards of Finance Measure 1925, not less than two-thirds of such elected persons shall be members of the Diocesan Synod.*
 - (c) Such other persons not exceeding ten in number as may be co-opted from time to time by the Board provided that no person shall be co-opted for a period exceeding three years.*
 - (d) Such persons as may be nominated as hereinafter provided to fill vacancies in the number of the elected or co-opted members.*
 - (e) A majority of the members of the Board shall be laymen.*
 - (f) Any member of the Board shall be eligible to be re-elected or re-co-opted.*
- 4. Any casual vacancy in the number of the elected or co-opted members of the Board may be filled by the Board in General Meeting but the person nominated to fill the vacancy shall continue a member only for the residue of the period for which the person whose place he is to take was elected.*
 - 5. Every member qualified to be a member of the Board shall become a member upon giving written consent so to do.*
 - 6. The Diocesan Synod shall have power by resolution to direct and from time to time alter the mode in which members of the Board to be elected by the Diocesan Synod shall be elected and a certificate of the result of such election, signed or purporting to be signed by the person who is or appears to be the Secretary for the time being of the Diocesan Synod and delivered to*

the Secretary of the Board shall be sufficient evidence of such result and of the validity of the election.

7. *Membership shall cease or terminate in manner following, that is to say:-

As to members being the Bishop of the Diocese the Suffragan or Assistant Bishop or Bishops of the Diocese or the Archdeacons of the Diocese upon death resignation or ceasing to hold their respective offices and as to any other member upon his dying or resigning or being absent from all meetings of the Board for a period of twelve calendar months or upon the expiration of the period for which he was appointed and any member may resign his membership at any time by giving to the Secretary of the Board at least seven days notice in writing of his intention to resign at the date stated in such notice.*
8. *Every member of the Board, other than an ex-officio member, shall be eligible for re-election or re-co-option, as the case may be and shall, except in the case of death or resignation, continue to be a member until his successor is elected or co-opted.*
9. *The Board may act notwithstanding any vacancy in the number of members.*
24. *The Directors of the Board for all the purposes of the Acts shall be:-

(a) *The Bishop of the Diocese, the Archdeacons of the Diocese, the Chairman of the Board, the Vice Chairmen of the Board, the elected Chairman of the Parsonages Committee or his appointed representative, the elected Chairman of the Glebe & Investment Committee or his appointed representative, the Chairman respectively of the Houses of Clergy and Laity of the Diocesan Synod for the time being.**

- (b) *Two persons, one clergy and one lay, elected annually by the Board at the Annual General Meeting of the Board in each calendar year. The Directors for the time being may appoint a replacement [clergy or lay as appropriate] to fill any casual vacancy arising among such persons. Such replacement or replacements shall hold office until the next Annual General Meeting of the Board.*
25. *The Directors shall perform such functions and exercise such powers as shall from time to time be delegated to them by the Board.*
26. *A Director shall vacate his office if:-*
- (a) *in the case of an ex-officio member he ceases to hold the office which qualifies him to be a member*
 - (b) *in the case of an elected member at the first meeting of the Board in the calendar year following his election provided that he shall then be eligible for re-election*
 - (c) *if he becomes bankrupt or make any arrangement or composition with his creditors generally or*
 - (d) *if he becomes prohibited from being a Director by reason of any order made under the Acts or*
 - (e) *if he becomes of unsound mind or*
 - (f) *if he resigns from his office by notice in writing to the Board or*
 - (g) *if he is directly or indirectly interested in any contract with the Board and fails to declare the nature of his interest in manner required by Section 1999 of the Companies Act 1948 as amended by Section 60 of the Companies Act 1980*

(h) if he is removed from office by a resolution duly passed under section 184 of the Companies Act 1948.

- 27. The Directors of the Board shall at all times be members of the Board and shall vacate office upon ceasing to be such.*
- 28. No Director shall vacate or be required to vacate his office on or by reason of his attaining or having attained the age of seventy or any other age and any such Director retiring or liable to retire under the provisions of these Articles and any such person proposed to be appointed shall be capable of being reappointed or appointed as the case may be as a Director thereof notwithstanding that at the time of such reappointment or appointment he has attained the age of seventy or any other age and no special notice need to be given of any resolution for the reappointment or appointment or approving the appointment as a Director of a person who shall have attained the age of seventy or any other age.*