

CHURCH ARMY

ARTICLES of ASSOCIATION

As approved at the Annual General Meeting on 22 November 2011

ARTICLES OF ASSOCIATION of THE CHURCH ARMY

PRELIMINARY

- 1 In these Articles unless the context otherwise requires:
 - “The Act” means the Companies Act 2006 as subsequently amended and consolidated
 - “The Society” means the Church Army, the company and charity whose Articles of Association are contained here
 - “Board Members” means directors of the Society. The Board Members are charity trustees as defined by Section 97 of the Charities Act 1993 and company directors as defined by Section 250 of the Act.
 - “The Board” means the Board of directors/trustees.
 - “The Church Army Community” means a movement known as “The Church Army Community” whose members relate to each other and to the Society in accordance with a Community Handbook which is approved by the Board.
 - “Members” and “The Membership” means members as defined in Article 8
 - Words referring to one gender shall include all genders, and the singular includes the plural and vice versa

- 2 The name of the Society is "The Church Army".

- 3 The Registered Office of the Society shall be in England.

- 4 The objects for which the Society is established are as follows:
 - To bring people to a personal faith in Jesus Christ by
 - (a) providing trained Evangelists and Lay Agents to assist the advancement of the Christian religion,
 - (b) preaching the need of Conversion, Holiness of Life and Church membership,
 - (c) relieving poverty and distress.

- 5 In addition to any other powers it may have, the Society has the following powers in order to further the Objects but not for any other purpose:
 - (a) to establish, take over, conduct, carry on and maintain Homes, Hostels, Schools, Clubs, Canteens and other facilities.
 - (b) subject to the provisions of The Charities Act 1993 to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges.
 - (c) to construct, maintain and alter any buildings or erections and to provide the same with all proper and necessary fixtures, furniture, fittings, apparatus, appliances, conveniences and accommodation.
 - (d) to take such steps by personal or written appeals, public meetings, or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Society in the shape of donations annual subscriptions or otherwise.
 - (e) to borrow or raise money on such terms and on such security if any as may be thought fit.

- (f) to undertake and execute any trusts or any agency which may seem directly or indirectly conducive to the objects of the Society.
- (g) to print and publish any newspapers periodicals books or leaflets.
- (h) to manufacture buy sell supply and deal in provisions and goods of all kinds.
- (i) to invest the monies of the Society not immediately required in such manner as the Society thinks fit.
- (j) to sell improve manage develop lease mortgage exchange dispose of turn to account or otherwise deal with all or any part of the property rights or assets of the Society as may be deemed expedient with a view to the promotion of its objects.
- (k) to establish and support or aid in the establishment and support of any charitable associations or charitable institutions and to subscribe or guarantee money for charitable purposes.
- (l) to make all reasonable and necessary provision for the payment of pension and superannuation benefits to or on behalf of its Officers and servants or their widows or other dependants and to assist in cases of need former Officers and servants.
- (m) to do all such other lawful and charitable things as are incidental or conducive to the attainment of its objects.

- 6 The income and property of the Society, whatever their source, shall be applied solely towards the promotion of the objects of the Society as set out in Article 4 above. No part of them may be paid or transferred directly or indirectly by way of dividend, bonus or any other means, by way of profit to any Member of the Society except
- (a) remuneration of directors under Articles 55 and 56 below;
 - (b) payment in good faith of remuneration to any Member of the Society other than a director in return for any services actually rendered to the Society; and
 - (c) grants made in furtherance of any of the objects of the Society.
- 7 If any Member of the Society pays or receives any dividend bonus or other profit in contravention of the terms of Article 6 above, his liability shall be unlimited.

MEMBERSHIP

General membership

- 8 Membership of the Society is open to those who apply to be Members and whose applications are accepted by the Membership Committee or the Board.
- 9 Membership does not confer any rights to inspect the books or records of the Society except as conferred by law or authorised by the Board or by the Membership in General Meeting.
- 10 Membership is not transferable to anyone else.
- 11 The Company Secretary is responsible for maintaining a register of the Membership.
- 12 Members of the Society who were Members at 27 November 2008 are encouraged but not required to pay the annual membership donation set out in Article 16(d) below.
- 13 Every Member of the Society undertakes to contribute to the assets of the Society as set out in Article 14 below if it is wound up during the time that he is a Member or within one year afterwards.

- 14 The amount of the contribution shall be restricted to the amount required for payment of the debts and liabilities of the Society contracted before the time at which he ceases to be a Member, and of the costs charges and expenses of winding up the same, and for the adjustment of the rights of the contributories amongst themselves, subject to the following limits:
- (a) For Members whose liability is unlimited by virtue of Article 7 above, without limit;
 - (b) For Members who are also members of the Board, up to a maximum of £100;
 - (c) For all other Members, up to a maximum of 50p.

Applications for membership

- 15 Applications for Membership should be submitted on the forms prescribed by the Board and addressed to the Company Secretary at the Society's registered office.
- 16 Applicants for Membership must confirm:
- (a) Their acceptance of a Trinitarian faith as set out in the Apostles and Nicene Creeds
 - (b) That they are in good standing with a local or network Christian church or community
 - (c) Their agreement to live by the Rule of Life of the Church Army Community
 - (d) Their agreement to pay by annual direct debit or standing order a membership donation of an amount to be set by the Board
- 17 Applications for membership will be considered by a Membership Committee appointed by the Board of between two and four people including the Company Secretary. The quorum for the Membership Committee, which is a sub-committee of the Board, is two people. The Membership Committee reserves the right to make its own enquiries into applicants for Membership.
- 18 The Membership Committee must defer consideration of any application for membership from a person who is not Anglican if following acceptance of their application one-third or more of the membership would not be Anglican. Applications deferred for this reason will be considered on first-in-first-out basis once places for non-Anglican membership become available.
- 19 The Membership Committee may refuse an application for Membership if, acting reasonably and properly, they consider it to be in the best interests of the Society to refuse the application. If an application is refused, the Membership Committee must inform the applicant in writing within 21 days of the decision and must consider any written representations the applicant may make about the decision. The Membership Committee's decision following any such written representations must be notified to the applicant in writing but shall be final.

Termination of membership

- 20 Membership shall terminate automatically if the Member:
- (a) Dies
 - (b) Resigns by written notice addressed to the Company Secretary at the Society's registered office unless, as a result of the resignation of a Member, there would remain less than 50 Members
 - (c) Ceases to be a member of the Church Army Community unless they request to remain a Member
 - (d) Fails to pay the annual membership donation within six months of it falling due or being claimed by the Society, whichever is the later

(e) Fails to respond within 30 days to an enquiry under Article 21 below

- 21 If it comes to the attention of the Membership Committee that a Member may no longer be able honestly to confirm the matters required of the Membership under Article 16 above, or that it may be in the best interests of the Society that their Membership be terminated, the Membership Committee shall write to the Member concerned setting out the reason for the enquiry and inviting the person to respond in writing within 30 days and either to re-confirm the matters required and to provide an appropriate reference or else to resign their Membership. The Membership Committee may make its own enquiries and shall consider the response and decide either to confirm or terminate Membership. Its decision must be notified in writing to the person concerned, who may appeal against the decision to the Chairman of the Board, whose decision must be notified in writing to the person concerned but shall be final.

GENERAL MEETINGS

Types and timings of meeting

- 22 An Annual General Meeting must be held in each calendar year not more than 15 months apart. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
- 23 The Board may call an Extraordinary General Meeting at any time. Extraordinary General Meetings may also be requisitioned by the Membership as provided by Section 303 of the Act.
- 24 The Membership in General Meeting may not resolve to increase expenditure beyond the level authorised by the Board.

Notice

- 25 Notice of a minimum of 21 days must be given for all General Meetings to all of the Membership and to the auditors. The notice must include:
- (a) the date, time and place of the meeting;
 - (b) whether the meeting is an Annual General Meeting;
 - (c) the general nature of the business to be transacted;
 - (d) the wording of any resolutions proposed to be considered;
 - (e) a voting form covering all resolutions proposed to be considered, with information on how it should be submitted.
- 26 If the meeting is to consider the annual report and audited accounts, the notice must include either:
- (a) The full annual report and audited accounts; or
 - (b) A summary financial statement, together with information on how the full annual report and audited accounts can be obtained either electronically or in hard copy.
- 27 Resolutions and related statements of not more than 1,000 words requested by at least 5% of the Membership and sent to the Society's registered office at least six weeks before the date of an Annual General Meeting will be considered at that meeting in accordance with Section 314 of the Act.
- 28 Notice must be in writing and may be given:
- (a) personally
 - (b) by post to the person's address; or

(c) by electronic communication to the person's electronic address

- 29 Documents supporting the agenda set out in the notice may be made available on the Society's website or another electronic interface from the date of the notice until the conclusion of the General Meeting following the meeting to which the notice relates instead of being sent individually to each Member, so long as a paper copy is sent within 48 hours to any Member who requests one.
- 30 Notice sent by post shall be deemed to have been received 48 hours after posting. Notice given personally or by electronic communication shall be deemed to have been received immediately.
- 31 A person who does not register an address with the Society, or who has moved from their registered address without notifying the Society of a new address, or who registers only a postal address outside the United Kingdom, is not entitled to receive any notice from the Society.
- 32 The accidental omission to give notice to, or the non-receipt of notice by, any Member shall not invalidate the proceedings at any meeting.

Minutes

- 33 The Board is responsible for keeping minutes of all General Meetings of the Society.

Chair

- 34 General meetings shall be chaired by:
- (a) the President of the Society if present;
 - (b) the Chair of the Board if the President is not present;
 - (c) a Board Member if the Chair of the Board is not present;
 - (d) if no Board Members are present, the Members present must choose one of their number to chair the meeting.

Quorum

- 35 No business shall be transacted at any General Meeting unless a quorum of 50 Members is present either in person or by proxy. 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 be dissolved if it is a meeting convened by a requisition of the Membership; otherwise it shall be adjourned to a time and place set by the chair of the meeting, giving 7 days' notice of the reconvened meeting. If no quorum is present at the reconvened meeting within 15 minutes of the appointed time, those present shall constitute a quorum for that meeting.

Adjournment by those present

- 36 The Members present at a meeting may resolve by a majority of those present that the meeting should be adjourned. The chair of the meeting must decide the date, time and place at which the meeting is to be reconvened. No business may be conducted at the reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place. If a meeting is adjourned for more than ten days, seven days' notice shall be given of the reconvened meeting.

Appointment of proxies

- 37 Each Member is entitled to appoint another person as a proxy to exercise all or any of their rights to attend or speak or vote at a General Meeting of the Society. Anyone

person appointed as a proxy should themselves be a Member of the Society. Appointment of proxy must be made on a form made available alongside the notice of meeting and will not be valid unless signed by the Member.

Voting

- 38 Every Member shall have one vote, except that the person chairing the meeting shall have an additional casting vote if there is an equality of votes. No Member shall be entitled to vote at any general meeting or adjourned meeting if he or she owes money to the Society. 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.
- 39 Except for a vote on who should chair the meeting or the adjournment of a meeting or on a minor amendment to a resolution to correct an obvious error or ambiguity, which may be made on a show of hands, all votes shall be made in writing in a form approved by the Company Secretary. The form shall specify the name of the Member voting and must be signed by them. The result of the vote shall be deemed to be the resolution of the meeting.
- 40 Voting and proxy forms should be:
(a) Sent or delivered to the Society's registered office or to any other place specified in the notice of meeting to arrive at least 24 hours before the time of the meeting; or
(b) Submitted at the meeting up to the time specified by the chair of the meeting.
- 41 A vote given in accordance with these Articles is valid despite the death prior to the meeting of the person voting provided that no written intimation of the death has been received by the Society at its registered office prior to the start of the meeting or reconvened meeting.
- 42 In the event that Board Members have concerns that a resolution which has been passed by the Society in General Meeting may be prejudicial to the Objects of the Society and/or the ethos of the Church Army Community, the matter shall be considered by the Board within 90 days of the passing of the resolution concerned. If the Board considers by a majority of 75% or more of votes cast that the resolution may so be prejudicial, then the resolution shall be suspended until a further vote of the Society in General Meeting. The Board shall within 14 days of its vote prepare a statement of not more than 1,000 words explaining its concerns, and the proposer of the resolution shall be given a copy of that statement and the opportunity within a further 14 days to prepare a statement of not more than 1,000 words in response. The Company Secretary shall then convene an Extraordinary General Meeting within 90 days of the Board vote to reconsider the resolution, with the statements being made available alongside the notice of meeting. The resolution shall be confirmed if approved by both (a) a majority of 75% or more of votes cast and (b) a majority of 50% or more of votes cast by commissioned Church Army Evangelists and shall fail if not so confirmed.

PRESIDENT AND VICE-PRESIDENTS

- 43 The Society may have a President and up to 20 Vice-Presidents. They must be Members of the Society but may not be commissioned Church Army Evangelists, and should have a special contribution to make to the Society by reason of their professional eminence, special interests or qualifications.

- 44 Presidents and Vice-Presidents must be nominated by the Board and are eligible for election for a five year term (and subsequent re-elections) by the membership at the Annual General Meeting. If the President dies or resigns during their term of office, a new President may be appointed by the Board to hold office until the next Annual General Meeting, when they will be eligible for election.
- 45 The President and Vice-Presidents have no right to attend Board meetings.

THE BOARD

Board membership

- 46 The Board shall be made up of at least ten Board Members. No Board Member may appoint an alternate or anyone to act on their behalf at Board meetings.
- 47 The Board shall elect from its number a Chair and an Honorary Treasurer, neither of whom may be a commissioned Church Army Evangelist or an employee of the Society, and shall appoint a Community Leader/Chief Executive and a Company Secretary. The Board may also remove people from these offices.
- 48 The Community Leader/Chief Executive, who must be a communicant Anglican, shall automatically on appointment be a Member of the Society and an ex officio Board Member.

Appointment and retirement of Board Members

- 49 No one may be appointed, elected or re-elected a Board Member if they are:
- (a) under 18 years old;
 - (b) not a Member of the Society;
 - (c) disqualified by law from acting as a director or as a trustee;
 - (d) incapable by reason of mental disorder, illness or injury of managing and administering their own affairs; or
 - (e) a commissioned Church Army Evangelist and, following their appointment, election or re-election, more than one quarter of all the Board Members would be commissioned Church Army Evangelists.
- 50 Board Members shall be elected or re-elected by the membership at Annual General Meetings of the Society for a term expiring at the Annual General Meeting in the fifth year after election or re-election, except that the term shall expire at the next Annual General Meeting for Board Members who:
- (a) Have reached the age of seventy before the date of the Annual General Meeting; or
 - (b) Have served on the Board for ten years or more
- 51 Board Members whose term in office has expired are eligible for re-election unless prohibited by Article 49(e) above.
- 52 The Board may appoint Board Members who are eligible under Article 49 above to hold office only until the next Annual General Meeting, after which they may only hold office if elected to do so by the Membership.
- 53 A person may only be elected for the first time as a Board Member if they have been nominated in writing by fifteen Members in the prescribed form and if they have already been accepted as a Member of the Society. The nomination must be received at the

Society's registered office at least 35 days before the date of the Annual General Meeting.

Removal of Board Members

- 54 A Board Member ceases to hold office if they:
- (a) Resign by notice in writing to the Society
 - (b) Are absent from four consecutive Board meetings without special leave of absence from the Chair of the Board and the Board resolves that their office should be vacated;
 - (c) Are disqualified by law from acting as a director or as a trustee
 - (d) Fail to declare an interest in any contract with the Society as required by Section 177 of the Act;
 - (e) Receive any remuneration from the Society except as permitted by Articles 55 and 56 below;
 - (f) Cease to be a Member of the Society or the Church Army Community;
 - (g) Become incapable by reason of mental disorder, illness or injury of managing and administering their own affairs;
 - (h) Are removed in accordance with Section 168 of the Act.

Remuneration of Board Members

- 55 No Board Member shall receive any remuneration from the Society except for:
- (a) Reimbursement of reasonable expenses properly incurred when acting on behalf of the Society
 - (b) The employment of the Community Leader/Chief Executive
 - (c) The employment of those validly appointed as Board Members in accordance with Article 49(e) above
- 56 The Society and the Board may only rely upon the authority provided by Article 55 above if each of the following conditions is satisfied:
- (a) The remuneration or other sums paid to the Board Member do not exceed an amount that is reasonable in all the circumstances;
 - (b) The Board Member is absent from the part of any meeting at which there is discussion or a vote regarding :
 - o Their employment or remuneration
 - o Their performance in their employment
 - (c) The remuneration is not increased directly or indirectly as a result of being a Board Member
 - (d) The other Board Members are satisfied that it is in the interests of the Society to employ that Board Member rather than someone who is not a Board Member.
 - (e) The reason for the decision is recorded in the minute of the Board meeting.

Powers and duties of the Board

- 57 The Board is legally responsible for all activities carried on by or on behalf of the Society and may exercise all the powers of the Society except those specifically reserved to the General Meeting by statute law or the provisions of these Articles. No alteration of these Articles or any special resolution shall have retrospective effect to invalidate any prior act of the Board. Any Board meeting at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Board.

- 58 The Board may delegate any of its powers or functions to a sub-committee or the Community Leader/Chief Executive, but the terms of any delegation must be recorded in the minute book. The Board may impose conditions when delegating and may revoke or alter a delegation. All sub-committees must keep minutes of their meetings which are to be reported to the next Board meeting.
- 59 The Community Leader/Chief Executive is responsible for managing and controlling the assets and affairs of the Society in accordance with directions given by the Board from time to time.
- 60 The Community Leader/Chief Executive on behalf of the Board may grant, suspend or remove the commission as a Church Army Evangelist as he thinks proper.
- 61 The Board is responsible for ensuring that accounting records are kept and that annual reports and audited accounts are prepared and laid before a General Meeting in compliance with the Act, the Charities Acts and any applicable Statements of Recommended Practice.

Proceedings of the Board

- 62 Subject to Articles 64 to 72 below, the Board may regulate its meetings as it sees fit.
- 63 Any Board Member may call a meeting of the Board, and the Company Secretary must call a meeting of the Board if requested to do so by any Board Member.
- 64 The quorum necessary for the transaction of business by the Board is six.
- 65 If the number of Board Members falls below six, the Board may meet only to increase the number of Board Members or to summon a General Meeting of the Society.
- 66 Questions at a meeting shall be decided by a majority of the votes. In the case of an equality of votes, the Chair shall have a second or casting vote.
- 67 Employees of the Society will not be entitled to vote at Board meetings:
(a) if for any reason the number of employees of the Society exceeds one quarter of those present; or
(b) on any resolution affecting directly or indirectly the remuneration, conditions or benefits of service or obligations of employees of the Society who are Board Members
- 68 Board Members must absent themselves from any Board discussions in which it is possible that a conflict will arise between their duty to act solely in the interests of the Society and any personal interest.
- 69 The Board shall keep minutes of all its meetings covering inter alia:
(a) the names of the Board Members present;
(b) the decisions made; and
(c) where appropriate the reasons for the decisions.
- 70 A resolution in writing signed or agreed by email by a majority of the Board Members entitled to vote upon the resolution shall be as valid as if it had been passed at a Board meeting.

- 71 The Society's seal may only be used by the authority of the Board or a duly authorised sub-committee of the Board. Any instrument to which the seal is attached must be signed by two Board Members and the Company Secretary or by three Board Members.
- 72 No actions or decisions shall be invalidated if it is later discovered that there was some defect in the appointment of a Board Member or that they were disqualified from acting as a Board Member or voting.

AUDITORS

- 73 The Society shall at each Annual General Meeting appoint an auditor to hold office until the next Annual General Meeting and shall fix their remuneration or set how it will be determined. The auditor may not be a Member of the Society or of the Church Army Community.
- 74 If an appointment is not made at any Annual General Meeting, the Charity Commission may on the application of any Member of the Society appoint an auditor and fix their remuneration for the year.
- 75 The Board may fill any casual vacancy in the office of auditor until the next Annual General Meeting and may fix the remuneration of any auditor appointed to fill a casual vacancy.
- 76 The Society's auditor may be removed from office, or a person other than a retiring auditor be proposed as auditor, only if the procedures set out in the Act are followed.

INDEMNITY

- 77 Every Board Member and employee of the Society shall be indemnified by the Society against all costs, losses and expenses incurred by them in good faith in the proper discharge of their duties, and the Board may give them security by way of indemnity if they have or may be about to incur any liability at the request of or for the benefit of the Board.

AMENDMENT AND RULES

- 78 Amendments to the Society's Articles of Association may be made by special resolution approved at a General Meeting. Any such amendments which require the prior written consent of the Charity Commission in accordance with Section 64 of the Charities Act 1993 shall not take effect until or unless such consent has been received.
- 79 The Board may make reasonable and proper rules for the conduct of the Society covering matters not regulated by the Act or these Articles of Association. The membership in General Meeting has the power to alter, add to or repeal these rules.

DISSOLUTION

- 80 The Members of the Society may at any time before, and in expectation of, its dissolution resolve that any net assets of the Society after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the Society be applied or transferred in any of the following ways:

- (a) Directly for the objects set out in Article 4 above; or
- (b) By transfer to any charity or charities for purposes similar to those objects; or
- (c) To any charity for particular purposes that fall within those objects

In no circumstances shall the net assets of the Society be paid to or distributed among the Members of the Society. If no such resolution is passed, the net assets of the Society shall be applied for charitable purposes as directed by the court or the Charity Commission.

- 81 Nothing in this constitution shall authorise an application of the property of the Society for purposes which are not charitable in accordance with section 7 of the Charities and Trustee Investment (Scotland) Act 2005.