

The Companies Act 2006

Company Limited by Guarantee and not having a Share Capital

Memorandum and Articles of Association
of
The Lawyers' Christian Fellowship

The Companies Act 2006

Company Limited by Guarantee and not having a Share Capital

Memorandum of Association of The Lawyers' Christian Fellowship

Each subscriber to this Memorandum of Association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company

Name of Each Subscriber

Authentication by Each Subscriber

Stephanie Biden

Thomas Cordrey

Brent Hayward

Eleanor Hoare

Dominic Hughes

Timothy Laurence

John Scriven

Dated: 27 October 2010

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Articles of Association of The Lawyers' Christian Fellowship

INTERPRETATION

1. Defined terms

The interpretation of these Articles is governed by the provisions set out in the Schedule at the end of the Articles.

OBJECTS AND POWERS

2. Objects

The objects of the Fellowship are for the public benefit:

- 2.1 to promote the Christian faith throughout the United Kingdom of Great Britain and Northern Ireland and internationally in particular by working with the legal profession; and
- 2.2 to relieve poverty in accordance with the Christian faith.

3. Powers

To further its objects the Fellowship may:

- 3.1 take over so far as the law will allow the assets and/or the liabilities and any right to receive legacies left to and the right to receive Gift Aid payments in favour of and the other present functions and activities of the Charity known as Lawyers' Christian Fellowship, Registered Charity Number 1017695, and to continue those functions and activities according to the powers contained in these Articles and to make such applications as are necessary to fulfil this;
- 3.2 seek to encourage private and corporate prayer for all persons connected with the legal profession and to promote meetings for corporate prayer and Bible study throughout the United Kingdom of Great Britain and Northern Ireland and internationally;
- 3.3 encourage the presentation of the claims of the Lord Jesus Christ, particularly to other members of the legal profession;
- 3.4 provide for the exchange of information and experience relating to the practical problems of the Christian lawyer, the application of the principles of the Christian faith to current legal and social problems and the education of lawyers;
- 3.5 commission, publish, reproduce and distribute books, pamphlets, reports, leaflets, journals, films and instructional matter on any media;

- 3.6 arrange conferences, training courses, lectures and other educational or inspirational activities;
- 3.7 promote and encourage the formation of provincial and regional branches of the Fellowship;
- 3.8 promote, encourage, carry out and support the work of home and overseas Christian missions with particular emphasis being placed on the support of present or former lawyers engaged in full time paid service for the Lord Jesus Christ;
- 3.9 promote Christian fellowship among the legal profession;
- 3.10 to raise public awareness into issues surrounding (without limitation) the sanctity of life, marriage and sexuality, the family, freedom of conscience and access to justice;
- 3.11 to develop, equip and empower those in the legal profession and in society generally to be people of integrity in order to face the challenges associated with their roles in society;
- 3.12 seek to uphold Christian principles in the administration of the law throughout the United Kingdom of Great Britain and Northern Ireland and internationally;
- 3.13 establish mentoring programmes to equip people with values in line with Christian principles;
- 3.14 provide and assist in the provision of money, services, materials or other help;
- 3.15 promote, encourage, carry out or commission research, surveys, studies or other work, making the useful results available;
- 3.16 provide or procure the provision of counselling and guidance;
- 3.17 alone or with other organisations seek to influence public opinion and make representations to and seek to influence governmental and other bodies and institutions regarding the reform, development and implementation of appropriate policies, legislation and regulations provided that all such activities shall be confined to those which an English and Welsh charity may properly undertake;
- 3.18 enter into contracts to provide services to or on behalf of other bodies;
- 3.19 acquire or rent any property of any kind and any rights or privileges in and over property and construct, maintain, alter and equip any buildings or facilities;
- 3.20 dispose of or deal with all or any of its property with or without payment and subject to such conditions as the Trustees think fit (in exercising this power the Fellowship must comply as appropriate with the Charities Act 1993);
- 3.21 borrow or raise and secure the payment of money for any purpose including for the purposes of investment or of raising funds, including charging property as security for the repayment of money borrowed (including entering into hedging or derivative instruments in order to fix interest rates on any borrowing) or as security for a grant or

- the discharge of an obligation (the Fellowship must comply as appropriate with the Charities Act 1993 if it wishes to mortgage land);
- 3.22 set aside funds for special purposes or as reserves against future expenditure;
 - 3.23 invest the Fellowship's money not immediately required for its objects in or upon any investments, securities, or property;
 - 3.24 arrange for investments or other property of the Fellowship to be held in the name of a nominee or nominees (being a corporate body registered or having an established place of business in England and Wales) under the control of the Trustees or of a Financial Expert or Experts acting under their instructions and pay any reasonable fee required;
 - 3.25 lend money and give credit to, take security for such loans or credit and guarantee or give security for the performance of contracts by any person or company;
 - 3.26 open and operate bank accounts and other facilities for banking and draw, accept, endorse, issue or execute promissory notes, bills of exchange, cheques and other instruments;
 - 3.27 accept (or disclaim) gifts of money and any other property;
 - 3.28 raise funds by way of subscription, donation or otherwise;
 - 3.29 trade in the course of carrying out the objects of the Fellowship and carry on any other trade which is not expected to give rise to taxable profits;
 - 3.30 incorporate and acquire subsidiary companies to carry on any trade;
 - 3.31 subject to Article 4:
 - 3.31.1 engage and pay employees, consultants and professional or other advisers; and
 - 3.31.2 make reasonable provision for the payment of pensions and other retirement benefits to or on behalf of employees and their spouses and dependants;
 - 3.32 establish and support or aid in the establishment and support of any other organisations and subscribe, lend or guarantee money or property for charitable purposes;
 - 3.33 become a member, associate or affiliate of or act as trustee or appoint trustees of any other organisation (including without limitation any charitable trust of permanent endowment property held for any of the charitable purposes included in the Fellowship's objects);
 - 3.34 undertake and execute charitable trusts;
 - 3.35 amalgamate or merge with or acquire or undertake all or any of the property, liabilities and engagements of any body;

- 3.36 co-operate with charities, voluntary bodies, statutory authorities and other bodies and exchange information and advice with them;
- 3.37 pay out of the funds of the Fellowship the costs of forming and registering the Fellowship;
- 3.38 insure the property of the Fellowship against any foreseeable risk and take out other insurance policies as are considered necessary by the Trustees to protect the Fellowship;
- 3.39 provide indemnity insurance for the Trustees or any other officer of the Fellowship in accordance with, and subject to the conditions in, Section 73F of the Charities Act 1993 (provided that in the case of an officer who is not a Trustee, the second and third references to “charity trustees” in the said Section 73F(1) shall be treated as references to officers of the Fellowship); and
- 3.40 do all such other lawful things as may further the Fellowship’s objects

PROVIDED THAT:-

- (a) Subject always to conformity with the objects, none of the powers set out in any of the preceding sub-clauses of this Article 3 shall be restrictively constructed but the widest interpretation shall be given to each power, and none of such powers shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from the terms and conditions of any other sub-clause or by reference to or inference from the name of the Fellowship.
- (b) None of the powers specified in the preceding sub-clauses of this Article 3 shall be deemed subsidiary or ancillary to any other powers specified therein and the Fellowship shall have as full a power to exercise each and every one of the powers specified in each such sub-clause as though each such sub-clause contained the powers of a separate trust subject always to conformity with the objects.

LIMITATION ON PRIVATE BENEFITS

4. Application of funds

- 4.1 The income and property of the Fellowship shall be applied solely towards the promotion of its objects.

Permitted benefits to members

- 4.2 No part of the income and property of the Fellowship may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the Fellowship. This shall not prevent any payment in good faith by the Fellowship of:

- 4.2.1 any payments made to any member in his, her or its capacity as a beneficiary of the Fellowship;

- 4.2.2 reasonable and proper remuneration to any member for any goods or services supplied to the Fellowship (including services performed by the member under a contract of employment with the Fellowship), provided that if such member is a Trustee Articles 4.3, 4.4 and 4.5 shall apply;
- 4.2.3 interest at a reasonable and proper rate on money lent by any member to the Fellowship;
- 4.2.4 any reasonable and proper rent for premises let by any member to the Fellowship; and
- 4.2.5 any payments to a member who is also a Trustee which are permitted under Articles 4.3, 4.4 or 4.5.

Permitted benefits to Trustees and Connected Persons

4.3 No Trustee may:

- 4.3.1 sell goods, services or any interest in land to the Fellowship;
- 4.3.2 be employed by, or receive any remuneration from, the Fellowship; or
- 4.3.3 receive any other financial benefit from the Fellowship;

unless the payment is permitted by Article 4.4 or 4.5 or authorised in Writing by the Charity Commission.

4.4 A Trustee may receive the following benefits from the Fellowship:

- 4.4.1 a Trustee or Connected Person may receive a benefit from the Fellowship in his, her or its capacity as a beneficiary of the Fellowship;
- 4.4.2 a Trustee may be reimbursed by the Fellowship for, or may pay out of the Fellowship's property, reasonable expenses properly incurred by him or her when acting on behalf of the Fellowship;
- 4.4.3 a Trustee or Connected Person may be paid reasonable and proper remuneration by the Fellowship for any goods or services supplied to the Fellowship on the instructions of the Trustees (excluding, in the case of a Trustee, the service of acting as Trustee and services performed under a contract of employment with the Fellowship) provided that this provision may not apply to more than half of the Trustees in any financial year (and for these purposes this provision shall be treated as applying to a Trustee if it applies to a person who is a Connected Person in relation to that Trustee);
- 4.4.4 a Trustee or Connected Person may receive interest at a reasonable and proper rate on money lent to the Fellowship;
- 4.4.5 a Trustee or Connected Person may receive reasonable and proper rent for premises let to the Fellowship;

- 4.4.6 the Fellowship may pay reasonable and proper premiums in respect of indemnity insurance effected in accordance with Article 3.39; and
- 4.4.7 a Trustee or other officer of the Fellowship may receive payment under an indemnity from the Fellowship in accordance with the indemnity provisions set out at Article 6;

provided that where benefits are conferred under Articles 4.4.3, 4.4.4 or 4.4.5, Article 22 (Conflicts of Interest) must be complied with by the relevant Trustee in relation to any decisions regarding the benefit.

Subsidiary Companies

- 4.5 Article 4.4 (read so that references to “the Fellowship” are replaced by references to “any Subsidiary Company”) shall permit a Trustee to receive benefits from a Subsidiary Company provided that Article 4.4.1 shall be treated as though it read “a Trustee or Connected Person may receive a benefit from any Subsidiary Company in his, her or its capacity as a beneficiary of the Fellowship or of any Subsidiary Company”

Conflicts of interest

- 4.6 For any transaction authorised by Articles 4.3, 4.4 or 4.5, the Trustee’s duty (arising under the Companies Act 2006) to avoid a conflict of interest with the Fellowship shall be disapplied provided the relevant provisions of Articles 4.3, 4.4 or 4.5 (as applicable) have been complied with.

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- 4.7 If the Fellowship is registered with the Office of the Scottish Charity Regulator the additional requirements under section 67 of the Charities and Trustee Investment (Scotland) Act 2005 must be complied with.

LIMITATION OF LIABILITY AND INDEMNITY

5. Liability of members

The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the Fellowship 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:

- 5.1 payment of the Fellowship’s debts and liabilities contracted before he, she or it ceases to be a member;
- 5.2 payment of the costs, charges and expenses of winding up; and
- 5.3 adjustment of the rights of the contributories among themselves.

6. Indemnity

Without prejudice to any indemnity to which a Trustee may otherwise be entitled, every Trustee of the Fellowship shall be indemnified out of the assets of the Fellowship in relation to any liability incurred by him or her in that capacity but only to the extent permitted by the Companies Acts; and every other officer of the Fellowship may be indemnified out of the assets of the Fellowship in relation to any liability incurred by him or her in that capacity, but only to the extent permitted by the Companies Acts.

TRUSTEES

TRUSTEES' POWERS AND RESPONSIBILITIES

7. Trustees' general authority

Subject to the Articles, the Trustees are responsible for the management of the Fellowship's business, for which purpose they may exercise all the powers of the Fellowship.

8. Members' reserve power

8.1 The members may, by special resolution, direct the Trustees to take, or refrain from taking, specified action.

8.2 No such special resolution invalidates anything which the Trustees have done before the passing of the resolution.

DECISION-MAKING BY TRUSTEES

9. Trustees to take decisions collectively

Any decision of the Trustees must be either:

9.1 by decision of a majority of the Trustees present and voting at a quorate Trustees' meeting; or

9.2 a unanimous decision taken in accordance with Article 13.

10. Calling a Trustees' meeting

10.1 Two Trustees may (and the Secretary, if any, must at the request of two Trustees) call a Trustees' meeting.

10.2 A Trustees' meeting must be called by at least seven Clear Days' notice unless either:

10.2.1 all the Trustees agree; or

10.2.2 urgent circumstances require shorter notice.

10.3 Notice of Trustees' meetings must be given to each Trustee.

10.4 Every notice calling a Trustees' meeting must specify:

- 10.4.1 the place, day and time of the meeting;
 - 10.4.2 the general nature of the business to be considered at such meeting; and
 - 10.4.3 if it is anticipated that Trustees participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.
- 10.5 Notice of Trustees' meetings need not be in Writing.
- 10.6 Article 50 shall apply and notice of Trustees' meetings may be sent by Electronic Means to an Address provided by the Trustee for the purpose.

11. Participation in Trustees' meetings

- 11.1 Subject to the Articles, Trustees participate in a Trustees' meeting, or part of a Trustees' meeting, when:
- 11.1.1 the meeting has been called and takes place in accordance with the Articles; and
 - 11.1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- 11.2 In determining whether Trustees are participating in a Trustees' meeting, it is irrelevant where any Trustee is or how they communicate with each other.
- 11.3 If all the Trustees participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

12. Decisions and casting vote

- 12.1 The Trustees shall seek to reach decisions by consensus, but if a consensus cannot be reached, the Chair may propose that a vote is taken.
- 12.2 If the numbers of votes for and against a proposal at a Trustees' meeting are equal, the chair of the meeting has a casting vote in addition to any other vote he or she may have.
- 12.3 Article 12.2 does not apply if, in accordance with the Articles, the chair of the meeting is not to be counted as participating in the decision-making process for quorum or voting purposes.

13. Unanimous decisions without a meeting

- 13.1 A decision is taken in accordance with this Article 13 when all of the Trustees indicate to each other by any means (including without limitation by Electronic Means) that they share a common view on a matter. If one or more of the Trustees if prevented from voting on a matter because of a Conflict of Interests, a decision may be validly passed in accordance with this Article 13 when all those Trustees who would be eligible to vote on the matter at a Trustees' meeting indicate to each other by any means that they share a common view on a matter, provided that the number

of Trustees who take part in the decision is equal to or greater than the number required for a quorum at a Trustees' meeting.

- 13.2 Such a decision may, but need not, take the form of a resolution in Writing, copies of which have been signed by each Trustee or to which each Trustee has otherwise indicated agreement in Writing.

14. Officers

The Trustees may appoint from among their number a Chair, Vice Chair, Treasurer and other officers and may at any time remove a person so appointed from office.

15. Trustees may delegate

- 15.1 Subject to the Articles, the Trustees may delegate any of their powers or functions to any committee.

- 15.2 Subject to the Articles, the Trustees may delegate the implementation of their decisions or day to day management of the affairs of the Fellowship to any person or committee.

- 15.3 Any delegation by the Trustees may be:

15.3.1 by such means;

15.3.2 to such an extent;

15.3.3 in relation to such matters or territories; and

15.3.4 on such terms and conditions;

as they think fit.

- 15.4 The Trustees may authorise further delegation of the relevant powers, functions, implementation of decisions or day to day management by any person or committee to whom they are delegated.

- 15.5 The Trustees may revoke any delegation in whole or part, or alter its terms and conditions.

- 15.6 The Trustees may by power of attorney or otherwise appoint any person to be the agent of the Fellowship for such purposes and on such conditions as they determine.

16. Committees

- 16.1 In the case of delegation to committees:

16.1.1 the resolution making the delegation must specify those who shall serve or be asked to serve on the committee (although the resolution may allow the committee to make co-options);

- 16.1.2 the composition of any committee shall be entirely in the discretion of the Trustees and may comprise such of their number (if any) as the resolution may specify;
 - 16.1.3 the deliberations of any committee must be reported regularly to the Trustees;
 - 16.1.4 the Trustees may make such regulations and impose such terms and conditions and give such mandates to any committee as they may from time to time think fit; and
 - 16.1.5 no committee shall knowingly incur expenditure or liability on behalf of the Fellowship except where authorised by the Trustees or in accordance with a budget which has been approved by the Trustees.
- 16.2 The meetings and proceedings of any committee shall be governed by the Articles regulating the meetings and proceedings of the Trustees so far as they apply and are not superseded by any regulations made by the Trustees.

17. Delegation of day to day management powers

- 17.1 In the case of delegation of the day to day management of the Fellowship to an executive director or other manager or managers:
- 17.1.1 the delegated power shall be to manage the Fellowship by implementing the policy and strategy adopted by and within a budget approved by the Trustees and (if applicable) to advise the Trustees in relation to such policy, strategy and budget;
 - 17.1.2 the Trustees shall provide any manager with a description of his or her role and the extent of his or her authority; and
 - 17.1.3 any manager must report regularly to the Trustees on the activities undertaken in managing the Fellowship and provide them regularly with management accounts which are sufficient to explain the financial position of the Fellowship.

18. Delegation of investment management

The Trustees may delegate the management of investments to a Financial Expert or Experts provided that:

- 18.1 the investment policy is set down in Writing for the Financial Expert or Experts by the Trustees;
- 18.2 transactions are reported promptly to the Trustees;
- 18.3 the performance of the investments is reviewed regularly with the Trustees;
- 18.4 the Trustees are entitled to cancel the delegation arrangement at any time;
- 18.5 the investment policy and the delegation arrangements are reviewed regularly;

- 18.6 all payments due to the Financial Expert or Experts are on a scale or at a level which is agreed in advance; and
- 18.7 the Financial Expert or Experts must not do anything outside the powers of the Trustees.

19. Rules

- 19.1 The Trustees may from time to time make, repeal or alter such rules as they think fit as to the management of the Fellowship and its affairs. The rules shall be binding on all members of the Fellowship. No rule shall be inconsistent with the Companies Acts, the Articles or any rule of law.
- 19.2 The rules may regulate the following matters but are not restricted to them:
- 19.2.1 the duties of any officers or employees of the Fellowship;
 - 19.2.2 the admission of members of the Fellowship and the benefits conferred on such members, and any subscriptions, fees or payments to be made by members;
 - 19.2.3 the conduct of members of the Fellowship in relation to one another, and to the Fellowship's employees and volunteers;
 - 19.2.4 the conduct of business of the Trustees or any committee (including, without limitation, how the Trustees make decisions and how such rules are to be recorded or communicated to Trustees);
 - 19.2.5 the procedure at general meetings;
 - 19.2.6 the appointment and role of any advisors, patron(s), president, vice-president(s) or other similar honorary positions;
 - 19.2.7 any doctrinal basis for the Fellowship;
 - 19.2.8 any of the matters or things within the powers or under the control of the Trustees; and
 - 19.2.9 generally, all such matters as are commonly the subject matter of company rules.
- 19.3 The Trustees must adopt such means as they think sufficient to bring the rules to the notice of members of the Fellowship.
- 19.4 The Fellowship in general meeting has the power to alter, add to or repeal the rules.

20. Quorum for Trustees' meetings

- 20.1 At a Trustees' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- 20.2 The quorum for Trustees' meetings may be fixed from time to time by a decision of the Trustees, but it must never be less than three, and unless otherwise fixed it is three or one-third of the total number of Trustees, whichever is the greater.
- 20.3 If the total number of Trustees for the time being is less than the quorum required, the Trustees must not take any decision other than a decision:
- 20.3.1 to appoint further Trustees; or
 - 20.3.2 to call a general meeting so as to enable the members to appoint further Trustees.

21. Chairing of Trustees' meetings

The Chair, if any, or in his or her absence another Trustee nominated by the Trustees present shall preside as chair of each Trustees' meeting.

22. Trustee interests and management of conflicts of interest

Declaration of interests

- 22.1 Unless Article 22.2 applies, a Trustee must declare the nature and extent of:
- 22.1.1 any direct or indirect interest which he or she has in a proposed transaction or arrangement with the Fellowship; and
 - 22.1.2 any duty or any direct or indirect interest which he or she has which conflicts or may conflict with the interests of the Fellowship or his or her duties to the Fellowship.
- 22.2 There is no need to declare any interest or duty of which the other Trustees are, or ought reasonably to be, already aware.

Participation in decision-making

- 22.3 If a Trustee's interest or duty cannot reasonably be regarded as likely to give rise to a conflict of interest or a conflict of duties with or in respect of the Fellowship, he or she is entitled to participate in the decision-making process, to be counted in the quorum and to vote in relation to the matter. Any uncertainty about whether a Trustee's interest or duty is likely to give rise to a conflict shall be determined by a majority decision of the other Trustees taking part in the decision-making process.
- 22.4 If a Trustee's interest or duty gives rise (or could reasonably be regarded as likely to give rise) to a conflict of interest or a conflict of duties with or in respect of the Fellowship, he or she may participate in the decision-making process and may be counted in the quorum and vote unless:
- 22.4.1 the decision could result in the Trustee or any person who is Connected with him or her receiving a benefit other than:
- (a) any benefit received in his, her or its capacity as a beneficiary of the Fellowship (as permitted under Article 4.4.1) and which is available generally to the beneficiaries of the Fellowship;
 - (b) the payment of premiums in respect of indemnity insurance effected in accordance with Article 3.39;
 - (c) payment under the indemnity set out at Article 6; and
 - (d) reimbursement of expenses in accordance with Article 4.4.2; or
- 22.4.2 a majority of the other Trustees participating in the decision-making process decide to the contrary,
- in which case he or she must comply with Article 22.5.
- 22.5 If a Trustee with a conflict of interest or conflict of duties is required to comply with this Article 22.5, he or she must:
- 22.5.1 take part in the decision-making process only to such extent as in the view of the other Trustees is necessary to inform the debate;
- 22.5.2 not be counted in the quorum for that part of the process; and
- 22.5.3 withdraw during the vote and have no vote on the matter.

Continuing duties to the Charity

- 22.6 Where a Trustee or person Connected with him or her has a conflict of interest or conflict of duties and the Trustee has complied with his or her obligations under these Articles in respect of that conflict:
- 22.6.1 the Trustee shall not be in breach of his or her duties to the Charity by withholding confidential information from the Charity if to disclose it would result in a breach of any other duty or obligation of confidence owed by him or her; and

22.6.2 the Trustee shall not be accountable to the Charity for any benefit expressly permitted under these Articles which he or she or any person Connected with him or her derives from any matter or from any office, employment or position.

23. Register of Trustees' interests

The Trustees must cause a register of Trustees' interests to be kept.

24. Validity of Trustee actions

All acts done by a person acting as a Trustee shall, even if afterwards discovered that there was a defect in his or her appointment or that he or she was disqualified from holding office or had vacated office, be as valid as if such person had been duly appointed and was qualified and had continued to be a Trustee.

APPOINTMENT AND RETIREMENT OF TRUSTEES

25. Number of Trustees

There shall be at least five Trustees.

26. Appointment of Trustees

26.1 Those persons notified to the Registrar of Companies as the first directors of the Fellowship shall be the first Trustees. In calculating when the first Trustees are due to retire from office:

26.1.1 their terms of office shall be deemed to include any period for which a Trustee was also a Trustee of the unincorporated association also known as the Lawyers' Christian Fellowship (registered charity number 1017695);

26.1.2 but each of the first Trustees may serve for one year beginning on the date of the incorporation of the Fellowship before he or she becomes subject to any requirement to retire in accordance with these Articles, notwithstanding that he or she would otherwise be required to retire from office by Article 26.1.1.

26.2 Thereafter and subject to Articles 26.4 to 30, Trustees shall be appointed by resolution of the Trustees for a term of three years. A Trustee's appointment (and any subsequent reappointment) shall be subject to ratification by the members at the annual general meeting following his or her appointment. If a Trustee's appointment is not ratified by an ordinary resolution at the annual general meeting following his or her appointment, a Trustee shall leave office at the conclusion of that meeting.

26.3 Subject to the Articles 26.4 to 30, the Fellowship 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. A Trustee so appointed shall hold office for a term of three years unless the resolution appointing the Trustee specifies a shorter period.

Maximum term

- 26.4 A Trustee who has served for two consecutive terms of office must normally take a break from office and may not be reappointed until the anniversary of the commencement of his or her break from office, unless the Trustees resolve by a two-thirds majority that special circumstances apply such that a Trustee should be reappointed without being required to take a break from office in accordance with this Article 26.4

27. Conditions of appointment

No person may be appointed as a Trustee:

- 27.1 unless he or she has attained the age of 18 years;
- 27.2 unless he or she meets any criteria for trusteeship from time to time prescribed in rules adopted in accordance with Article 19; or
- 27.3 in circumstances such that, had he or she already been a Trustee, he or she would have been disqualified from acting under the provisions of the Articles.

28. Nomination of candidates for Trusteeship

No person other than a retiring Trustee shall be appointed or reappointed a Trustee at any general meeting unless:

- 28.1 he or she is recommended by the Trustees; or
- 28.2 at least 10 but not more than 35 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 Fellowship of the intention to propose that person for appointment or reappointment stating the particulars which would, if he or she were so appointed or reappointed, be required to be included in the Fellowship's register of Trustees together with notice executed by that person of his or her willingness to be appointed or reappointed.

29. Information to be provided about candidates for Trusteeship

At least five but not more than 28 clear days before the date appointed for holding a general meeting notice shall be given to all who are entitled to receive notice of the meeting of any person (other than a Trustee retiring by rotation at the meeting):

- 29.1 who is recommended by the Trustees for appointment or reappointment as a Trustee at the meeting,
- 29.2 in respect of whom notice has been duly given to the Fellowship of the intention to propose him or her at the meeting for appointment or reappointment as a Trustee, and
- 29.3 whose previous appointment as a Trustee is to be ratified at the meeting pursuant to Article 26.2.

The notice shall give such information about the person as the Trustees shall decide.

30. Disqualification and removal of Trustees

A Trustee shall cease to hold office if:

- 30.1 he or she ceases to be a director by virtue of any provision of the Companies Act 2006, or is prohibited from being a director by law;
- 30.2 he or she is disqualified under the Charities Act 1993 from acting as a trustee of a charity;
- 30.3 a bankruptcy order is made against him or her, or an order is made against him or her in individual insolvency proceedings in a jurisdiction other than England and Wales which have an effect similar to that of bankruptcy;
- 30.4 a composition is made with his or her creditors generally in satisfaction of his or her debts;
- 30.5 the Trustees reasonably believe he or she has become physically or mentally incapable of managing his or her own affairs and they resolve that he or she be removed from office;
- 30.6 notification is received by the Fellowship from him or her that he or she is resigning from office, and such resignation has taken effect in accordance with its terms (but only if at least three Trustees will remain in office when such resignation has taken effect);
- 30.7 he or she fails to attend three consecutive meetings of the Trustees and the Trustees resolve that he or she be removed for this reason;
- 30.8 at a general meeting of the Fellowship, a resolution is passed that he or she be removed from office, provided the meeting has invited his or her views and considered the matter in the light of such views; or
- 30.9 at a meeting of the Trustees at which at least half of the Trustees are present, a resolution is passed that he or she be removed from office. Such a resolution shall not be passed unless he or she has been given at least 14 Clear Days' notice that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been afforded a reasonable opportunity of either (at his or her option) being heard by or of making written representations to the Trustees.

MEMBERS

BECOMING AND CEASING TO BE A MEMBER

31. Becoming a member

- 31.1 The members of the Fellowship shall be the subscribers to the Memorandum of Association of the Fellowship and such other persons as are admitted to membership by the Trustees in accordance with the Articles. Membership of the Fellowship shall be open to anyone involved in the practice, administration, teaching or study of law, who accepts and is personally committed to the principles of the Christian faith as taught in God's inspired word, the Bible, particularly salvation from sin by the grace

of God through faith in Jesus Christ, God incarnate, who died on the cross, rose from death, ascended into heaven, indwells Christian believers through the Holy Spirit and will return in glory.

- 31.2 With the exception of the subscribers to the Memorandum, no person may become a member of the Fellowship unless:
- 31.2.1 that person has applied for membership in a manner approved by the Trustees; and
 - 31.2.2 the application has been approved by the Trustees or in a manner determined by the Trustees. The Trustees may in their absolute discretion decline to accept any person as a member and need not give reasons for so doing.
- 31.3 The Trustees may from time to time prescribe other criteria for membership but will not be obliged to accept persons fulfilling those criteria as members.

Register of members

- 31.4 The names of the members of the Fellowship must be entered in the register of members.

32. Termination of membership

- 32.1 Membership is not transferable.
- 32.2 A member shall cease to be a member:
- 32.2.1 if the member, being an individual, dies;
 - 32.2.2 if the member, being an individual, has a bankruptcy order made against him or her, or has an order made against him or her in individual insolvency proceedings in a jurisdiction other than England and Wales which have an effect similar to that of bankruptcy;
 - 32.2.3 on the expiry of at least seven Clear Days' notice given by the member to the Fellowship of his, her or its intention to withdraw;
 - 32.2.4 if any subscription or other sum payable by the member to the Fellowship is not paid on the due date and remains unpaid thirty days after notice served on the member by the Fellowship informing him, her or it that he, she or it will be removed from membership if it is not paid. The Trustees may re-admit to membership any person removed from membership on this ground on him, her or it paying such reasonable sum as the Trustees may determine; or
 - 32.2.5 if, at a meeting of the Trustees at which at least half of the Trustees are present, a resolution is passed resolving that the member be expelled on the ground that his, her or its continued membership is harmful to or is likely to become harmful to the interests of the Fellowship. Such a resolution may not be passed unless the member has been given at least 14 Clear Days' notice that the resolution is to be proposed, specifying the circumstances

alleged to justify expulsion, and has been afforded a reasonable opportunity of being heard by or of making written representations to the Trustees. A member expelled by such a resolution shall nevertheless remain liable to pay to the Fellowship any subscription or other sum owed by him, her or it.

33. Categories of membership

33.1 Subject to Article 33.2, the Trustees may establish such different categories of membership as they think fit. The Trustees may, at their discretion, impose different subscriptions and confer different benefits on different membership categories and may, at their discretion, alter such benefits and subscriptions at any time.

33.2 The Trustees may not create different classes of members with different rights within the meaning of those parts of the Companies Acts which deal with class rights.

ORGANISATION OF GENERAL MEETINGS

34. Annual general meetings

The Fellowship must hold an annual general meeting within 18 months of incorporation and afterwards once in every calendar year and not more than 15 months shall pass between one annual general meeting and the next. It shall be held at such time and place as the Trustees think fit.

35. Other general meetings

35.1 The Trustees may call a general meeting at any time.

35.2 The Trustees must call a general meeting if required to do so by the members under the Companies Acts.

35A Holding meetings by electronic means

A general meeting particularly, for the avoidance of doubt, general meetings, and the annual general meeting, may be held by such suitable electronic means as are agreed in advance by the Trustees and which enable each member to communicate with all the other participants.

36. Length of notice

All general meetings must be called by either:

36.1 at least 14 Clear Days' notice; or

36.2 shorter notice if it is so agreed by a majority in number of the members having a right to attend and vote at that meeting. Any such majority must together represent at least 90% of the total voting rights at that meeting of all the members.

37. Contents of notice

37.1 Every notice calling a general meeting must specify the place, day and time of the meeting and the general nature of the business to be transacted.

37.2 If a special resolution is to be proposed, the notice must include the proposed resolution and specify that it is proposed as a special resolution.

- 37.3 In every notice calling a meeting of the Fellowship there must appear with reasonable prominence a statement informing the member of his, her or its rights to appoint another person as his, her or its proxy at a meeting of the Fellowship.
- 37.4 If the Fellowship gives an electronic Address in a notice calling a meeting, it will be deemed to have agreed that any Document or information relating to proceedings at the meeting may be sent by Electronic Means to that Address (subject to any conditions or limitations specified in the notice).

38. Service of notice

Notice of general meetings must be given to every member, to the Trustees and to the auditors of the Fellowship (if any).

39. Quorum for general meetings

- 39.1 No business (other than the appointment of the chair of the meeting) may be transacted at a general meeting unless a quorum is present.
- 39.1A Any member participating in a general meeting, including the annual general meeting, by electronic means shall qualify as being present at the meeting “in person” including for the purpose of establishing quorum.
- 39.2 The quorum shall be:
- 39.2.1 forty persons entitled to vote on the business to be transacted (each being a member or a proxy for a member); or
- 39.2.2 10% of the total membership (represented in person or by proxy);
- whichever is the lesser.
- 39.3 If a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall stand adjourned to the same day in the next week at the same time and place, or to such day (within 14 days of the original meeting), time and place as the Trustees may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting those present and entitled to vote shall be a quorum.

40. Chairing general meetings

- 40.1 The Chair (if any) or in his or her absence some other Trustee nominated by the Trustees shall preside as chair of every general meeting.
- 40.2 If neither the Chair nor any Trustee nominated in accordance with Article 40.1 is 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 chair the meeting and, if there is only one Trustee present and willing to act, he or she shall be chair of the meeting.
- 40.3 If no Trustee is present and willing to act as chair of the meeting within fifteen minutes after the time appointed for holding the meeting, the members present in person or by proxy and entitled to vote must choose one of the members present in

person to be chair of the meeting. For the avoidance of doubt, a proxy holder who is not a member entitled to vote shall not be entitled to be appointed chair of the meeting under this Article 40.3.

41. Adjournment

- 41.1 The chair of the meeting may adjourn a general meeting at which a quorum is present if:
- 41.1.1 the meeting consents to an adjournment; or
 - 41.1.2 it appears to the chair of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.
- 41.2 The chair of the meeting must adjourn a general meeting if directed to do so by the meeting.
- 41.3 When adjourning a general meeting, the chair of the meeting must:
- 41.3.1 either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the Trustees; and
 - 41.3.2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- 41.4 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Fellowship must give at least 7 Clear Days' notice of it:
- 41.4.1 to the same persons to whom notice of the Fellowship's general meetings is required to be given; and
 - 41.4.2 containing the same information which such notice is required to contain.
- 41.5 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

VOTING AT GENERAL MEETINGS

42. Voting

- 42.1 A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the Articles.
- 42.2 On a vote on a resolution at a meeting on a show of hands, unless a poll is duly demanded, a declaration by the chair of the meeting that the resolution:
- 42.2.1 has or has not been passed; or
 - 42.2.2 passed with a particular majority;
- is conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. An entry in respect of such a

declaration in minutes of the meeting recorded in accordance with Article 54 is also conclusive evidence of that fact without such proof.

43. Votes

Votes on a show of hands

43.1 On a vote on a resolution which is carried out by a show of hands, the following persons have one vote each:

43.1.1 each member present in person; and

43.1.2 (subject to Article 48.3) each proxy present who has been duly appointed by one or more persons entitled to vote on the resolution

provided that if a person attending the meeting falls within both of the above categories, he or she is not entitled to cast more than one vote but shall instead have a maximum of one vote.

Votes on a poll

43.2 On a vote on a resolution which is carried out by a poll, the following persons have one vote each:

43.2.1 every member present in person; and

43.2.2 every member present by proxy (subject to Article 48.3).

General

43.3 In the case of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall not be entitled to a casting vote in addition to any other vote he or she may have.

43.4 No member shall be entitled to vote at any general meeting unless all monies presently payable by him, her or it to the Fellowship have been paid.

43.4A In any general meeting by electronic means the Trustees may permit voting by electronic means and / or by any other suitable means.

44. Errors and disputes

44.1 No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.

44.2 Any such objection must be referred to the chair of the meeting whose decision is final.

45. Poll votes

45.1 A poll on a resolution may be demanded:

45.1.1 in advance of the general meeting where it is to be put to the vote; or

- 45.1.2 at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.
- 45.2 A poll may be demanded by:
 - 45.2.1 the chair of the meeting;
 - 45.2.2 the Trustees;
 - 45.2.3 two or more persons having the right to vote on the resolution;
 - 45.2.4 any person, who, by virtue of being appointed proxy for one or more members having the right to vote on the resolution, holds two or more votes; or
 - 45.2.5 a person or persons representing not less than one tenth of the total voting rights of all the members having the right to vote on the resolution.
- 45.3 A demand for a poll may be withdrawn if:
 - 45.3.1 the poll has not yet been taken; and
 - 45.3.2 the chair of the meeting consents to the withdrawal.

46. Procedure on a poll

- 46.1 Subject to the Articles, polls at general meetings must be taken when, where and in such manner as the chair of the meeting directs.

Results

- 46.2 The chair of the meeting may appoint scrutineers (who need not be members) and decide how and when the result of the poll is to be declared.
- 46.3 The result of a poll shall be the decision of the meeting in respect of the resolution on which the poll was demanded.

Timing

- 46.4 A poll on:
 - 46.4.1 the election of the chair of the meeting; or
 - 46.4.2 a question of adjournment;must be taken immediately.
- 46.5 Other polls must be taken within 30 days of their being demanded.
- 46.6 A demand for a poll does not prevent a general meeting from continuing, except as regards the question on which the poll was demanded.

Notice

- 46.7 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.
- 46.8 In any other case, at least 7 days' notice must be given specifying the time and place at which the poll is to be taken.

47. Proxies

Power to appoint

- 47.1 A member is entitled to appoint another person as his, her or its proxy to exercise all or any of his, her or its rights to attend and speak and vote at a meeting of the Fellowship.

Manner of appointment

- 47.2 Proxies may only validly be appointed by a notice in Writing (a "Proxy Notice") which:
- 47.2.1 states the name and address of the member appointing the proxy;
 - 47.2.2 identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
 - 47.2.3 is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the Trustees may determine;
 - 47.2.4 is delivered to the Fellowship in accordance with the Articles and any instructions contained in the notice of general meeting to which they relate.
- 47.3 The Fellowship may require Proxy Notices to be delivered in a particular form, and may specify different forms for different purposes.
- 47.4 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.
- 47.5 Unless a Proxy Notice indicates otherwise, it must be treated as:
- 47.5.1 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
 - 47.5.2 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.

48. Delivery of Proxy Notices

- 48.1 The Proxy Notification Address in relation to any general meeting is:
- 48.1.1 the registered office of the Fellowship; or
 - 48.1.2 any other Address or Addresses specified by the Fellowship as an Address at which the Fellowship or its agents will receive Proxy Notices relating to that meeting, or any adjournment of it, delivered in Hard Copy Form or Electronic

Form; or

48.1.3 any electronic Address falling within the scope of Article 48.2.

48.2 If the Fellowship gives an electronic Address:

48.2.1 in a notice calling a meeting;

48.2.2 in an instrument of proxy sent out by it in relation to the meeting; or

48.2.3 in an invitation to appoint a proxy issued by it in relation to the meeting;

it will be deemed to have agreed that any Document or information relating to proxies for that meeting may be sent by Electronic Means to that Address (subject to any conditions or limitations specified in the notice). In this Article 48.2, Documents relating to proxies include the appointment of a proxy in relation to a meeting, any document necessary to show the validity of, or otherwise relating to, the appointment of a proxy, and notice of the termination of the authority of a proxy.

Attendance of member

48.3 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 Fellowship by or on behalf of that person. If the person casts a vote in such circumstances, any vote cast by the proxy appointed under the Proxy Notice is not valid.

Timing

48.4 Subject to Articles 48.5 and 48.6, a Proxy Notice must be received at a Proxy Notification Address not less than 48 hours before the general meeting or adjourned meeting to which it relates.

48.5 In the case of a poll taken more than 48 hours after it is demanded, the Proxy Notice must be received at a Proxy Notification Address not less than 24 hours before the time appointed for the taking of the poll.

48.6 In the case of a poll not taken during the meeting but taken not more than 48 hours after it was demanded, the Proxy Notice must be:

48.6.1 received in accordance with Article 48.4; or

48.6.2 given to the chair, Secretary (if any) or any Trustee at the meeting at which the poll was demanded.

Interpretation

48.7 Saturdays, Sundays, and Public Holidays are not counted when calculating the 48 hour and 24 hour periods referred to in this Article 48.

Revocation

- 48.8 An appointment under a Proxy Notice may be revoked by delivering a notice in Writing given by or on behalf of the person by whom or on whose behalf the Proxy Notice was given to a Proxy Notification Address.
- 48.9 A notice revoking the appointment of a proxy only takes effect if it is received before:
- 48.9.1 the start of the meeting or adjourned meeting to which it relates; or
 - 48.9.2 (in the case of a poll not taken on the same day as the meeting or adjourned meeting) the time appointed for taking the poll to which it relates.

Execution

- 48.10 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.

49. Amendments to resolutions

- 49.1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:
- 49.1.1 notice of the proposed amendment is given to the Fellowship in Writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours (excluding Saturdays, Sundays and Public Holidays) before the meeting is to take place (or such later time as the chair of the meeting may decide); and
 - 49.1.2 the proposed amendment does not, in the reasonable opinion of the chair of the meeting, materially alter the scope of the resolution.
- 49.2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:
- 49.2.1 the chair of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed; and
 - 49.2.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- 49.3 If the chair of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chair's error does not invalidate the vote on that resolution.

ADMINISTRATIVE ARRANGEMENTS AND MISCELLANEOUS

50. Communications by the Fellowship

Methods of communication

50.1 Subject to the Articles and the Companies Acts, any Document or information (including any notice) sent or supplied by the Fellowship under the Articles or the Companies Acts 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 the Fellowship, including without limitation:

50.1.1 in Hard Copy Form;

50.1.2 in Electronic Form; or

50.1.3 by making it available on a website.

50.2 A Document or information may only be sent or supplied in Electronic Form or by making it available on a website if the recipient has agreed that it may be sent or supplied in that form or manner or is deemed to have so agreed under the Companies Acts (and has not revoked that agreement).

50.3 Subject to the Articles, any notice or Document to be sent or supplied to a Trustee in connection with the taking of decisions by Trustees may also be sent or supplied by the means which that Trustee has asked to be sent or supplied with such notices or Documents for the time being.

Deemed delivery

50.4 A member present in person or by proxy at a meeting of the Fellowship shall be deemed to have received notice of the meeting and the purposes for which it was called.

50.5 Where any Document or information is sent or supplied by the Fellowship to the members:

50.5.1 where it is sent by post it is deemed to have been received 48 hours (including Saturdays, Sundays, and Public Holidays) after it was posted;

50.5.2 where it is sent or supplied by Electronic Means, it is deemed to have been received on the same day that it was sent;

50.5.3 where it is sent or supplied by means of a website, it is deemed to have been received:

- (a) when the material was first made available on the website; or
- (b) if later, when the recipient received (or is deemed to have received) notice of the fact that the material was available on the website.

Failed delivery

- 50.6 Where any Document or information has been sent or supplied by the Fellowship by Electronic Means and the Fellowship receives notice that the message is undeliverable:
- 50.6.1 if the Document or information has been sent to a member or Trustee and is notice of a general meeting of the Fellowship, the Fellowship is under no obligation to send a Hard Copy of the Document or information to the member's or Trustee's postal address as shown in the Fellowship's register of members or Trustees, but may in its discretion choose to do so;
- 50.6.2 in all other cases, the Fellowship shall send a Hard Copy of the Document or information to the member's postal address as shown in the Fellowship's register of members (if any), or in the case of a recipient who is not a member, to the last known postal address for that person (if any); and
- 50.6.3 the date of service or delivery of the Documents or information shall be the date on which the original electronic communication was sent, notwithstanding the subsequent sending of Hard Copies.

Exceptions

- 50.7 Copies of the Fellowship's annual accounts and reports need not be sent to a person for whom the Fellowship does not have a current Address.
- 50.8 Notices of general meetings need not be sent to a member who does not register an Address with the Fellowship, or who registers only a postal address outside the United Kingdom, or to a member for whom the Fellowship does not have a current Address.

51. Communications to the Fellowship

The provisions of the Companies Acts shall apply to communications to the Fellowship.

52. Secretary

A Secretary may be appointed by the Trustees for such term, at such remuneration and upon such conditions as they may think fit, and may be removed by them. If there is no Secretary:

- 52.1 anything authorised or required to be given or sent to, or served on, the Fellowship by being sent to its Secretary may be given or sent to, or served on, the Fellowship itself, and if addressed to the Secretary shall be treated as addressed to the Fellowship; and
- 52.2 anything else required or authorised to be done by or to the Secretary of the Fellowship may be done by or to a Trustee, or a person authorised generally or specifically in that behalf by the Trustees.

53. Irregularities

The proceedings at any meeting or on the taking of any poll or the passing of a written resolution or the making of any decision shall not be invalidated by reason of any accidental informality or irregularity (including any accidental omission to give or any non-receipt of notice) or any want of qualification in any of the persons present or voting or by reason of any business being considered which is not specified in the notice.

54. Minutes

The Trustees must cause minutes to be made:

- 54.1 of all appointments of officers made by the Trustees;
- 54.2 of all resolutions of the Fellowship and of the Trustees (including, without limitation, decisions of the Trustees made without a meeting); and
- 54.3 of all proceedings at meetings of the Fellowship and of the Trustees, and of committees of Trustees, including the names of the Trustees present at each such meeting;

and any such minute, if purported to be signed (or in the case of minutes of Trustees' meetings signed or authenticated) by the chair of the meeting at which the proceedings were had, or by the chair of the next succeeding meeting, shall, as against any member or Trustee of the Fellowship, be sufficient evidence of the proceedings.

55. Records and accounts

- 55.1 The Trustees shall comply with the requirements of the Companies Acts and of the Charities Act 1993 as to maintaining a members' register, keeping financial records, the audit or examination of accounts and the preparation and transmission to the Registrar of Companies and the Charity Commission of:

- 55.1.1 annual reports;

- 55.1.2 annual returns; and

- 55.1.3 annual statements of account.

- 55.2 Except as provided by law or authorised by the Trustees or an ordinary resolution of the Fellowship, no person is entitled to inspect any of the Fellowship's accounting or other records or Documents merely by virtue of being a member.

56. Exclusion of model articles

The relevant model articles for a company limited by guarantee are hereby expressly excluded.

WINDING UP

57. Winding up

57.1 At any time before, and in expectation of, the winding up or dissolution of the Fellowship, the members of the Fellowship or, subject to any resolution of the members, the Trustees, may resolve that any net assets of the Fellowship after all its debts and liabilities have been paid, or provision made for them, shall on the dissolution or winding up of the Fellowship be applied or transferred in any of the following ways:

57.1.1 directly for the objects of the Fellowship; or

57.1.2 to any institution or institutions which is or are regarded as charitable under the law of every part of the United Kingdom:

- (a) for purposes similar to the objects of the Fellowship; or
- (b) for use for particular purposes that fall within the objects of the Fellowship.

57.2 In no circumstances shall the net assets of the Fellowship be paid to or distributed among the members of the Fellowship under this Article 57.

57.3 If no resolution is passed in accordance with Article 57.1 the net assets of the Fellowship shall be applied for such purposes regarded as charitable under the law of every part of the United Kingdom as are directed by the Charity Commission.

SCHEDULE
INTERPRETATION

Defined terms

1. In the Articles, unless the context requires otherwise, the following terms shall have the following meanings:

Term	Meaning
1.1 “Address”	includes a number or address used for the purposes of sending or receiving documents by Electronic Means;
1.2 “Articles”	the Fellowship’s articles of association;
1.3 “Clear Days”	in relation to the period of a notice, that 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;
1.4 “Companies Acts”	the Companies Acts (as defined in Section 2 of the Companies Act 2006), in so far as they apply to the Fellowship;
1.5 “Connected Person”	any person falling within one of the following categories: (a) any spouse, parent, child, brother, sister, grandparent or grandchild of a Trustee; or (b) the spouse of any person in (a); or (c) any other person in a relationship with a Trustee which may reasonably be regarded as equivalent to such a relationship as is mentioned at (a) or (b); or (d) any company, partnership or firm of which a Trustee is a paid director, member, partner or employee, or shareholder holding more than 1% of the capital; where payment to that person might result in the Trustee obtaining benefit;
1.6 “Document”	includes summons, notice, order or other legal process and registers and includes, unless otherwise specified, any document sent or supplied in Electronic Form;

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|------|---|---|
| 1.7 | “Electronic Form” and “Electronic Means” | have the meanings respectively given to them in Section 1168 of the Companies Act 2006; |
| 1.8 | “Fellowship” | The Lawyers’ Christian Fellowship; |
| 1.9 | “Financial Expert” | an individual, company or firm who, or which, is authorised to give investment advice under the Financial Services and Markets Act 2000; |
| 1.10 | “Hard Copy” and “Hard Copy Form” | have the meanings respectively given to them in the Companies Act 2006; |
| 1.11 | “Proxy Notice” | has the meaning given in Article 47; |
| 1.12 | “Proxy Notification Address” | has the meaning given in Article 48; |
| 1.13 | “Public Holiday” | means Christmas Day, Good Friday and any day that is a bank holiday under the Banking and Financial Dealings Act 1971 in the part of the United Kingdom where the company is registered; |
| 1.14 | “Secretary” | the secretary of the Fellowship (if any); |
| 1.15 | “Subsidiary Company” | any company in which the Fellowship holds more than 50% of the shares, controls more than 50% of the voting rights attached to the shares or has the right to appoint a majority of the board of the company; |
| 1.16 | “Trustee” | a director of the Fellowship, and includes any person occupying the position of director, by whatever name called (and the Trustees may also be known as the National Council); and |
| 1.17 | “Writing” | the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in Electronic Form or otherwise. |
2. Subject to paragraph 3 of this Schedule, any reference in the Articles to an enactment includes a reference to that enactment as re-enacted or amended from time to time and to any subordinate legislation made under it.
 3. Unless the context otherwise requires, words or expressions contained in the Articles which are not defined in paragraph 1 above bear the same meaning as in the Companies Act 2006 as in force on the date when the Articles became binding on the Fellowship.