

The Companies Act 2006

Company Limited by Guarantee and not having a Share Capital

Memorandum of Association

of

The Bridge at Waterloo

The Companies Act 2006

Company Limited by Guarantee and not having a Share Capital

Memorandum of Association of The Bridge at Waterloo

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

Canon Giles Goddard

Belinda Taylor

Dated 17 December 2015

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Articles of Association
of
The Bridge at Waterloo

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Articles of Association of The Bridge at Waterloo

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 Charity are:

- 2.1 for the benefit of the members of socially and economically disadvantaged communities, the inhabitants of the “Parish of St John’s with St Andrew’s” but also those of Greater London, to develop their capacity and skills so that they are better able to identify , and help meet their needs and participate more fully in society;
- 2.2 to advance the education of younger inhabitants and people who are unemployed or on low incomes of the Parish, and also those likewise living in Greater London including, without limitation, by developing a bridge between those people and the cultural opportunities offered by the proximity of the South Bank and nearby centres of the Arts in order to promote learning and develop employability skills;
- 2.3 to promote for the benefit of the public, the regeneration of buildings belonging to the Parish, for Faith, Community, and Heritage preservation purposes by all or any of the following means:
 - 2.3.1 the maintenance, improvement or provision of public amenities;
 - 2.3.2 the creation of training and employment opportunities by the provision of workspace, buildings, and/or land for use on favourable terms.
- 2.4 to advance such charitable purposes (according to the law of England and Wales), and in accordance with the ethical principles of the “Parochial Church Council of St John’s with St Andrew’s,” that the trustees see fit from time to time.

3. **Powers**

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

- 3.1 to raise funds. In doing so, the charity must not undertake any taxable permanent trading activity and must comply with any statutory regulations.
- 3.2 to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- 3.3 to sell, lease, licence or otherwise dispose of all or any part of the property belonging to the charity. In exercising this power, the charity must comply as appropriate with sections 117 and 122 of the Charities Act 2011
- 3.4 to borrow money and to charge the whole or any part of the property belonging to the charity as security for repayment of the money borrowed or as a security for a grant or the discharge of an obligation. The Charity must comply as appropriate with sections 124 – 126 of the Charities Act 2011 if it wishes to mortgage land;
- 3.5 to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
- 3.6 to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the objects;
- 3.7 to acquire, merge with or enter into any partnership or joint venture arrangement with any other charity;
- 3.8 to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- 3.9 to employ and remunerate such staff as are necessary for carrying out the work of the Charity. The Charity may employ and remunerate a director only to the extent it is permitted to so by Article 4 and provided it complies the conditions of that Article;
- 3.10 to
 - 3.11 deposit or invest funds;
 - 3.12 employ a professional fund-manager; and
 - 3.13 arrange for the investments or other property of the charity to be held in the name of nominee
- 3.11 to provide indemnity insurance for the Trustees, members and officers of the Charity in their respective capacities in accordance with, and subject to the conditions in, Section 189 of the Charities Act 2011 and to the extent permitted by the Companies Acts;
- 3.12 to pay out of the funds of the Charity the costs of forming and registering the Charity;
- 3.13 to incorporate and acquire subsidiary companies to carry on any trade;
- 3.14 to provide and assist in the provision of money, materials or other help;
- 3.15 to organise and assist in the provision of conferences, courses of instruction, exhibitions, live performances lectures and other educational activities;

- 3.16 to publish and distribute books, pamphlets, reports, leaflets, journals, films, tapes and instructional matter on any medium;
- 3.17 to promote, encourage, carry out or commission research, surveys, studies or other work, making the useful results available;
- 3.18 to provide or procure the provision of counselling and guidance;
- 3.19 to provide or procure the provision of advice;
- 3.20 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;
- 3.21 to enter into contracts to provide services to or on behalf of other bodies;
- 3.22 to 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;
- 3.23 to open and operate bank accounts and other facilities for banking and draw, accept, endorse, issue or execute promisory notes, bills of exchange, cheques and other instruments;
- 3.24 to accept (or disclaim) gifts of money and any other property;

LIMITATION ON PRIVATE BENEFITS

4. Limitation on private benefits

- 4.1 The income and property of the Charity 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 Charity may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the Charity. This shall not prevent any payment in good faith by the Charity of:
- 4.2.1 any payments made to any member in his, her or its capacity as a beneficiary of the Charity;
- 4.2.2 reasonable and proper remuneration to any member for any goods or services supplied to the Charity (including services performed by the member under a contract of employment with the Charity), 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 Charity;
- 4.2.4 any reasonable and proper rent for premises let by any member to the Charity; 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 Charity;
- 4.3.2 be employed by, or receive any remuneration from, the Charity; or
- 4.3.3 receive any other financial benefit from the Charity;

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 Charity:

- 4.4.1 a Trustee or person Connected to a Trustee may receive a benefit from the Charity in his, her or its capacity as a beneficiary of the Charity;
- 4.4.2 a Trustee may be reimbursed by the Charity for, or may pay out of the Charity's property, reasonable expenses properly incurred by him or her when acting on behalf of the Charity;

- 4.4.3 a Trustee or person Connected to a Trustee may be paid reasonable and proper remuneration by the Charity for any goods or services supplied to the Charity 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 Charity) 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 person Connected to a Trustee in relation to that Trustee);
- 4.4.4 a Trustee or person Connected to a Trustee may receive interest at a reasonable and proper rate on money lent to the Charity;
- 4.4.5 a Trustee or person Connected to a Trustee may receive reasonable and proper rent for premises let to the Charity;
- 4.4.6 the Charity may pay reasonable and proper premiums in respect of indemnity insurance effected in accordance with Article 3.11; and
- 4.4.7 a Trustee or other officer of the Charity may receive payment under an indemnity from the Charity in accordance with the indemnity provisions set out in Article 3.11;

provided that where benefits are conferred under Article 4.4, Article 21 (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 Charity” are replaced by references to “any Subsidiary Company”) shall permit a Trustee to receive benefits from a Subsidiary Company provided that:
 - 4.5.1 Article 4.4.1 shall be treated as though it read “a Trustee or person Connected to a Trustee may receive a benefit from any Subsidiary Company in his, her or its capacity as a beneficiary of the Charity or of any Subsidiary Company”; and
 - 4.5.2 the words in Article 4.4.3 “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 Charity)” shall be treated as though they read “, with the approval of the Trustees, (excluding the service of acting as Trustee but including other services performed by a Trustee or person Connected to a Trustee under a contract of employment with any Subsidiary Company)”.

LIMITATION OF LIABILITY AND INDEMNITY

5. Liability of members

The liability of each member is limited to £10, being the amount that each member undertakes to contribute to the assets of the Charity in the event of its being wound up

while he, she or it is a member or within one year after he, she or it ceases to be a member, for:

- 5.1 payment of the Charity'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.

TRUSTEES

TRUSTEES' POWERS AND RESPONSIBILITIES

6. Trustees' general authority

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

7. Members' reserve power

- 7.1 The members may, by special resolution, direct the Trustees to take, or refrain from taking, specified action.
- 7.2 No such special resolution invalidates anything which the Trustees have done before the passing of the resolution.

8. Chair

The Trustees may appoint one of their number to be the Chair of the Trustees for such term of office as they determine and may at any time remove him or her from that office.

9. Trustees may delegate

- 9.1 Subject to the Articles, the Trustees may delegate any of their powers or functions to any committee.
- 9.2 Subject to the Articles, the Trustees may delegate the implementation of their decisions or day to day management of the affairs of the Charity to any person or committee.
- 9.3 Any delegation by the Trustees may be:
 - 9.3.1 by such means;
 - 9.3.2 to such an extent;
 - 9.3.3 in relation to such matters or territories; and
 - 9.3.4 on such terms and conditions;as they think fit.
- 9.4 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.

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

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

10. **Committees**

10.1 In the case of delegation to committees:

10.1.1 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 up to a specified number);

10.1.2 the composition of any committee shall be entirely in the discretion of the Trustees and must include not fewer than one trustee as the resolution may specify;

10.1.3 the deliberations of any committee must be reported regularly to the Trustees and any resolution passed or decision taken by any committee must be reported promptly to the Trustees and every committee may appoint a secretary for that purpose. If no secretary is appointed then the Chair or another member of the committee must be appointed by the committee to carry out that purpose.

10.1.4 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

10.1.5 no committee shall knowingly incur expenditure or liability on behalf of the Charity except where authorised by the Trustees or in accordance with a budget which has been approved by the Trustees.

10.2 The meetings and proceedings of any committee shall be governed by the Articles regulating the meetings and proceedings of the Trustees in so far as they apply and are not superseded by the bye laws in Article 40.

11. **Delegation of day to day management powers**

In the case of delegation of the day to day management of the Charity to a chief executive or other manager or managers:

11.1 the delegated power shall be to manage the Charity, in accordance with ethical principles, 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;

11.2 the Trustees shall provide any manager with a description of his or her role and the extent of his or her authority; and

11.3 any manager must report regularly to the Trustees on the activities undertaken in managing the Charity and provide them regularly with management accounts which are sufficient to explain the financial position of the Charity.

12. Delegation of investment management

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

- 12.1 the investment policy is set down in Writing for the Financial Expert or Experts by the Trustees;
- 12.2 timely reports of all transactions are provided to the Trustees;
- 12.3 the performance of the investments is reviewed regularly with the Trustees;
- 12.4 the Trustees are entitled to cancel the delegation arrangement at any time;
- 12.5 the investment policy and the delegation arrangements are reviewed regularly;
- 12.6 all payments due to the Financial Expert or Experts are on a scale or at a level which is agreed in advance; and
- 12.7 the Financial Expert or Experts must not do anything outside the powers of the Trustees.

DECISION-MAKING BY TRUSTEES

13. Trustees to take decisions collectively

Any decision of the Trustees must be either:

- 13.1 by decision of a majority of the Trustees present and voting at a quorate Trustees' meeting; or
- 13.2 a unanimous decision taken in accordance with Article 19.

14. Calling a Trustees' meeting

- 14.1 Two Trustees may (and the Secretary, if any, must at the request of two Trustees) call a Trustees' meeting.
- 14.2 A Trustees' meeting must be called by at least seven Clear Days' notice unless either:
 - 14.2.1 all the Trustees agree; or
 - 14.2.2 urgent circumstances require shorter notice.
- 14.3 Notice of Trustees' meetings must be given to each Trustee.
- 14.4 Every notice calling a Trustees' meeting must specify:
 - 14.4.1 the place, day and time of the meeting;
 - 14.4.2 the general nature of the business to be considered at such meeting; and
 - 14.4.3 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.
- 14.5 Notice of Trustees' meetings need not be in Writing.

14.6 Article 34 shall apply, and notice of Trustees' meetings may be sent by Electronic Means to an Address provided by the Trustee for the purpose.

15. **Participation in Trustees' meetings**

15.1 Subject to the Articles, Trustees participate in a Trustees' meeting, or part of a Trustees' meeting, when:

15.1.1 the meeting has been called and takes place in accordance with the Articles; and

15.1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

15.2 In determining whether Trustees are participating in a Trustees' meeting, it is irrelevant where any Trustee is or how they communicate with each other.

15.3 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.

16. **Quorum for Trustees' meetings**

16.1 At a Trustees' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

16.2 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 two, and unless otherwise fixed it is two or one-third of the total number of Trustees, whichever is the greater.

16.3 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:

16.3.1 to appoint further Trustees; or

16.3.2 to call a general meeting so as to enable the members to appoint further Trustees.

17. **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.

18. **Casting vote**

18.1 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.

18.2 Article 18.1 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.

19. **Unanimous decisions without a meeting**

- 19.1 A decision is taken in accordance with this Article 19 when all of the Trustees indicate to each other by any written means (including without limitation by Electronic Means) that they share a common view on a matter.
- 19.2 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..

20. **Trustee interests and management of conflicts of interest**

Declaration of interests

- 20.1 Unless Article 20.2 applies, a Trustee must declare the nature and extent of:
- 20.1.1 any direct or indirect interest which he or she has in a proposed transaction or arrangement with the Charity; and
- 20.1.2 any duty or any direct or indirect interest which he or she has which conflicts or may conflict with the interests of the Charity or his or her duties to the Charity.
- 20.2 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

- 20.3 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 Charity, 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.
- 20.4 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 Charity, he or she may participate in the decision-making process and may be counted in the quorum and vote unless:
- 20.4.1 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 Charity (as permitted under Article 4.4.1) and which is available generally to the beneficiaries of the Charity;
 - (b) the payment of premiums in respect of indemnity insurance effected in accordance with Article 3.11;
 - (c) payment under the indemnity set out at Article 3.11; and
 - (d) reimbursement of expenses in accordance with Article 4.4.2; or
- 20.4.2 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 20.5.

20.5 If a Trustee with a conflict of interest or conflict of duties is required to comply with this Article 20.5, he or she must:

20.5.1 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;

20.5.2 not be counted in the quorum for that part of the process; and

20.5.3 withdraw during the vote and have no vote on the matter.

Continuing duties to the Charity

20.6 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:

20.6.1 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

20.6.2 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.

21. **Register of Trustees' interests**

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

22. **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

23. **Number of Trustees**

There shall be at least three and not more than ten Trustees at all times.

24. **First Trustees**

Those persons notified to the Registrar of Companies as the first directors of the Charity shall be the first Trustees.

25. **Appointment of Trustees**

25.1 Any person who is willing to act as a Trustee, and who is not disqualified, may be appointed as a Trustee

25.1.1 by ordinary resolution, or

25.1.2 by a decision of the Trustees.

25.2 The PCC shall have the right to nominate for appointment at least three Trustees to the board of the Charity and from time to time to remove and replace such Trustees.

25.3 The Trustees shall ensure that at all times Trustees who are nominated by the PCC shall form a majority of the board.

26. **Automatic retirement**

26.1 At the second annual general meeting, and at each annual general meeting thereafter one third of the Trustees for the time being, or if their number is not three or a multiple of three, then the number nearest one third, will retire from office.

26.2 The Trustees to retire each year shall be those who have been longest in office since their last appointment. If any Trustees became or were appointed Trustees on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

26.3 If a trustee is required to retire at an annual general meeting by a provision in the articles the retirement shall take effect upon the conclusion of the meeting.

26.4 Each Trustee shall serve for a maximum of two terms of office from the date of first appointment and must take a break from office and may not be reappointed until the anniversary of the commencement of his or her break from office.

27. **Disqualification and removal of Trustees**

A Trustee shall cease to hold office if:

27.1 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;

27.2 he or she is disqualified from acting as a trustee by virtue of sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of those provisions);

27.3 in the written opinion, given to the company, of a registered medical practitioner treating that person, he or she has become physically or mentally incapable of acting as a Trustee and may remain so for more than three months;

27.4 notification is received by the Charity 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);

27.5 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;

27.6 at a general meeting of the Charity, 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

27.7 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

28. **Becoming a member**

- 28.1 The first members of the Charity shall be the subscribers to the Memorandum of Association of the Charity who are the Vicar and a Churchwarden of the Parish. The second Churchwarden of the Parish shall be appointed as a member at the first general meeting of the Charity. The Vicar and Churchwardens shall be members ex officio. In the event of an “interregnum” (a period when there is no Vicar) the Churchwardens may appoint a member, with the agreement of the PCC, who shall be a member in place of the Vicar until a new Vicar is appointed, at which time that member shall cease to be a member. Such other persons as are admitted to membership by the members in accordance with the Articles may also be members.
- 28.2 With the exception of those persons appointed in Article 28.1 and their successors ex officio, no person may become a member of the Charity unless:
- 28.2.1 that person has applied for membership in a manner approved by the Trustees; and
- 28.2.2 the members have approved the application.
- 28.3 An organisation admitted to membership which is unincorporated shall be a member through the person of its nominated representative from time to time. Every such organisation must notify the Charity in writing of the name of its nominated representative and may replace such nominated representative at any time by giving written notice to the Charity. The membership rights may be exercised by the nominated representative or by the organisation which he or she represents. Evidence of the appointment of the representative must be provided in such form as the Trustees may reasonably require.
- 28.4 An organisation admitted to membership which is an incorporated body (“a Corporate Member”) may authorise a person or persons to act as its authorised representative or representatives at any meeting of the Charity. Evidence of the appointment of the representative must be provided in such form as the Trustees may reasonably require.
- 28.5 The members may in their absolute discretion decline to accept any person, except an ex officio member as set out in Article 28.1 as a member and need not give reasons for so doing.

Register of members

- 28.6 The names of the members of the Charity shall be entered in the register of members

29. **Termination of membership**

- 29.1 Membership is not transferable, except for the ex officio membership of the Vicar and a Churchwarden of the PCC which shall transfer to their successors in office.
- 29.2 A member, other than a a member ex officio, shall cease to be a member:
- 29.2.1 if the member, being an individual, dies;

- 29.2.2 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; or
- 29.2.3 if the member is a member on behalf of an unincorporated association under Article 28.4 and the unincorporated organisation goes into liquidation or has an order made or a resolution passed for its winding up, other than for the purpose of a solvent reconstruction or amalgamation;
- 29.2.4 if the member, being a Corporate Member, goes into liquidation other than for the purpose of a solvent reconstruction or amalgamation, has an administrator or a receiver or an administrative receiver appointed over all or any part of its assets, or has an order made or a resolution passed for its winding up;
- 29.2.5 if, at a meeting of the members at which at least half of the members 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 Charity. 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 members. A member expelled by such a resolution shall nevertheless remain liable to pay to the Charity any subscription or other sum owed by him, her or it;
- 29.2.6 on the expiry of at least seven Clear Days' notice given by the member to the Charity of his, her or its intention to withdraw.

DECISION-MAKING BY MEMBERS

30. Members' Meetings

- 30.1.1 The Charity must hold its first annual general meeting within eighteen months after the date of its incorporation.
- 30.1.2 An annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings.
- 30.1.3 The members or trustees may call a general meeting of the members at any time.
- 30.2 Such meetings must be held in accordance with the provisions regarding such meetings in the Companies Acts.

31. Notice of general meetings

- 31.1 The minimum periods of notice required to hold a general meeting of the charity are:
 - 31.1.1 twenty-one clear days for an annual general meeting or a general meeting called for the passing of a special resolution;
 - 31.1.2 fourteen clear days for all other general meetings.

- 31.2 A general meeting may be called by shorter notice if it is so agreed by not less than 90 percent of the members.
- 31.3 The notice must specify the date time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so.
- 31.4 The notice must be given to all the members and to the Trustees and auditors.
- 31.5 The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the charity.

32 Proceedings at general meetings

- 32.1 No business shall be transacted at any general meeting unless a quorum is present.
- 32.2 A quorum is two members or two thirds of the total number of members, whichever is the greater, present in person and entitled to vote upon the business to be conducted at the meeting.
- 32.3 The authorised representative of a member organisation shall be counted in the quorum.
- 32.4 The meeting shall be adjourned to such time and place as the Trustees shall determine if
- 32.4.1 a quorum is not present within half an hour from the time appointed for the meeting; or
- 32.4.2 during a meeting a quorum ceases to be present;
- 32.5 The Trustees must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.
- 32.6 If no quorum is present at the reconvened meeting within 15 minutes of the time specified for the start of the meeting the members present in person at that time shall constitute the quorum for that meeting.
- 32.7 General meetings shall be chaired by the person who has been appointed to chair meetings of the Trustees.
- 32.8 If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a director nominated by the Trustees shall chair the meeting.
- 32.9 If there is only one Trustee present and willing to act, he or she shall chair the meeting.
- 32.10 If no Trustee is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present in person and entitled to vote must choose one of their number to chair the meeting.
- 32.11 The members present in person at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.
- 32.12 The person who is chairing the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution.
- 32.13 No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.

- 32.14 If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date, time and place of the meeting.
- 32.15 Every member, whether an individual or an organisation, shall have one vote.
- 32.16 Any organisation that is a member of the Charity may nominate any person to act as its representative at any meeting of the Charity. That person may act as its representative on receipt of written notice by the Charity of the name of the representative. That person shall be considered to be the representative of the organisation until such time as the Charity shall receive written notice from the organisation that the person is no longer their representative.
- 32.17 Any vote at a meeting shall be decided by a show of hands.
- 32.18 A general meeting or part of a general meeting may be held in camera.

WRITTEN RESOLUTIONS

33. Written resolutions

General

- 33.1 Subject to this Article 33 a written resolution agreed by:
- 33.1.1 members representing a simple majority; or
- 33.1.2 (in the case of a special resolution) members representing not less than 75%;
- of the total voting rights of eligible members shall be effective.
- 33.2 On a written resolution each member shall have one vote.

ADMINISTRATIVE ARRANGEMENTS AND MISCELLANEOUS

34. Communications by the Charity

Methods of communication

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

34.1.1 in Hard Copy Form;

34.1.2 in Electronic Form; or

34.1.3 by making it available on a website.

34.2 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).

34.3 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

34.4 A member present in person, or via their authorised representative if a Corporate Member, at a meeting of the Charity shall be deemed to have received notice of the meeting and the purposes for which it was called.

34.5 Where any Document or information is sent or supplied by the Charity to the members:

34.5.1 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;

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

34.5.3 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.

34.6 Subject to the Companies Acts, a Trustee or any other person may agree with the Charity that notices or Documents sent to that person in a particular way are deemed to have been received within a specified time, and for the specified time to be less than 48 hours.

35. **Communications to the Charity**

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

36. **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:

36.1 anything authorised or required to be given or sent to, or served on, the Charity by being sent to its Secretary may be given or sent to, or served on, the Charity itself, and if addressed to the Secretary shall be treated as addressed to the Charity; and

36.2 anything else required or authorised to be done by or to the Secretary of the Charity may be done by or to a Trustee, or a person authorised generally or specifically in that behalf by the Trustees.

37. **Irregularities**

The proceedings at any meeting 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 person present or voting or by reason of any business being considered which is not specified in the notice.

38. **Minutes**

The Trustees must cause minutes to be made:

38.1 of all appointments of officers made by the Trustees;

38.2 of all resolutions of the Charity and of the Trustees (including, without limitation, decisions of the Trustees made without a meeting); and

38.3 of all proceedings at meetings of the Charity 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 Charity, be sufficient evidence of the proceedings.

38.4 The Trustees must ensure that the Charity keeps a record, in writing for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the Trustees.

39. **Records and accounts**

39.1 The Trustees shall comply with the requirements of the Companies Acts and of the Charities Act -2011 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:

- 39.1.1 annual reports;
- 39.1.2 annual returns; and
- 39.1.3 annual statements of account.

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

40. **Rules**

40.1 The Trustees may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the charity.

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

- 40.2.1 the admission of members of the Charity (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees and subscriptions to be made by members;
- 40.2.2 the conduct of members of the Charity in relation to one another, and the Charity's employees and volunteers;
- 40.2.3 the setting aside of the whole or any part or parts of the Charity's premises at any particular time or times or for any particular purposes;
- 40.2.4 the procedure at general meetings and meetings of the Trustees in so far as such procedure is not regulated by the Companies Acts or by the articles;
- 40.2.5 generally, all such matters as are commonly the subject matter of Company rules.

40.3 The Charity in general meetings has the power to alter, add to or repeal the rules or bye laws

40.4 The Trustees must adopt such means as they think sufficient to bring the rules and bye laws to the notice of the members of the Charity

40.5 The rules or bye laws shall be binding on all members or the Charity. No rule or bye law shall be inconsistent with, or shall affect or repeal anything in, the articles

41. **Disputes**

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

42. **Exclusion of model articles**

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

WINDING UP

43. **Winding up**

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

43.1.1 to the PCC for use directly for the objects of the charity; or

43.1.2 to any institution or institutions specified by the PCC 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 Charity; or

(b) for use for particular purposes that fall within the objects of the Charity.

43.2 In no circumstances shall the net assets of the Charity be paid to or distributed among the members of the Charity under this Article 42 (except to a member that is itself an institution chosen to benefit under this Article 42).

43.3 If no resolution is passed in accordance with Article 42.1 the net assets of the Charity 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 of or address used for the purposes of sending or receiving Documents by Electronic Means;
1.2 “Articles”	the Charity’s Articles of Association;
1.3 “Chair”	has the meaning given in Article 9;
1.4 “Charity”	The Bridge at Waterloo; This is a charity and also a company incorporated by guarantee;
1.5 “clear days”	in relation to the period of 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;
1.6 “Companies Acts”	the Companies Acts (as defined in Section 2 of the Companies Act 2006), in so far as they apply to the Charity;
1.7 “Connected”	any person falling within one of the following categories: <ul style="list-style-type: none">a) any spouse, civil partner, parent, child, brother, sister, grandparent or grandchild of a Trustee; orb) the spouse or civil partner of any person in a); orc) 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); ord) 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;
1.8 “Corporate Member”	has the meaning given in Article 28.4;
1.9 “Document”	includes summons, notice, order or other legal process and registers and includes, unless otherwise specified, any document sent or supplied in Electronic Form;
1.10 “Electronic Form” and “Electronic Means”	have the meanings respectively given to them in Section 1168 of the Companies Act 2006;

1.11 “Financial Expert”	an individual, company or firm who, or which, is authorized to give investment advice under the Financial Services and Markets Act 2000;
1.12 “Hard Copy” and “Hard Copy Form”	have the meanings respectively given to them in Section 1168 of the Companies Act 2006;
1.13 “Parish”	the Parish of St John’s with St Andrew’s Waterloo;
1.14 “PCC”	the Parochial Church Council of St John’s with St Andrew’s Waterloo;
1.15 “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;
1.16 “Secretary”	the Secretary of the Charity (if any);
1.17 “Subsidiary Company”	any company in which the Charity 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;
1.18 “Trustee”	a director of the Charity, and includes any person occupying the position of director, by whatever name called; and
1.19 “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 Charity.