

Company No: 488549

Charity No: 242452

THE COMPANIES ACT 2006

ARTICLES OF ASSOCIATION

OF

THE LLANDAFF DIOCESAN BOARD OF FINANCE

Incorporated by special resolution dated 8 January 2021

Geldards
law firm

COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

THE LLANDAFF DIOCESAN BOARD OF FINANCE

1. MODEL ARTICLES

The Model Articles for Private Companies Limited by Guarantee set out at schedule 2 of the Companies (Model Articles) Regulations 2008 shall not apply to the Charity.

2. OBJECTS

The Objects of the Charity are for the public benefit to promote, aid, further and assist wholly charitable objects and work of The Church in Wales (wherever carried out but in particular in the ecclesiastical area known as the Diocese of Llandaff).

3. POWERS

The Charity has the following powers, which may be exercised only in promoting the Objects:

- 3.1 To provide training for the Ministry of The Church in Wales. The "Ministry" shall include in addition to the clergy, other persons engaged in, or connected with, the ministry or work of the Church in Wales.
- 3.2 To maintain the clergy and other persons of the Ministry including the obtaining of sites, whether freehold or leasehold and the erection, repair and upkeep of parsonage houses and clergy houses and grants for special purposes.
- 3.3 To provide pensions for and the support and benefit generally of the clergy and other persons of the Ministry and of persons who have previously held any such positions or any of them.
- 3.4 To provide pensions for, and the support and benefit generally of the widows, widowers, orphans and departments of the clergy of The Church in Wales and other persons of the Ministry.
- 3.5 To provide sites for, and the erection or construction and repair of Churches, Chapels, Church Halls, Mission Rooms, Hostels, Colleges, Schools, teachers' houses and buildings of all kinds (whether temporary or otherwise), Church Yards, Burial Grounds, playgrounds and recreation grounds used, or to be

used, for the purposes of or in connection with any of the objects or work of The Church of Wales.

- 3.6 To provide religious education in all its branches, including the acquisition of buildings and of sites for and the building, equipment, improvement and repair of Church Schools and Colleges, teachers' houses, playgrounds and training of teachers.
- 3.7 To provide expenses of Diocesan and central organisation.
- 3.8 To co-operate and enter into arrangements with other bodies.
- 3.9 To support, administer or set up other charities and act as charity trustee or as executor or administrator of any deceased person.
- 3.10 To raise funds by any means (but not by means of **taxable trading**), including by the issue of debentures or debenture stock.
- 3.11 To borrow money and give security for loans (but only in accordance with the restrictions imposed by the **Charities Act**).
- 3.12 To acquire or hire property of any kind including freehold or leasehold land.
- 3.13 To let or dispose of property of any kind (but only in accordance with the restrictions imposed by the Charities Act).
- 3.14 To make grants or loans of money and to give guarantees.
- 3.15 To set aside funds for special purposes or as reserves against future expenditure.
- 3.16 To undertake the following in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000:-
 - (a) Deposit or invest funds;
 - (b) Employ or appoint a professional fund manager or **financial expert**; and
 - (c) Arrange for the investments or other property of the Charity to be held in the name of a **nominee company** or by a **custodian**.
- 3.17 To insure the property of the Charity against any foreseeable risk and take out other insurance policies to protect the Charity when required.
- 3.18 To pay for **indemnity insurance** for the Trustees.
- 3.19 Subject to article 4, to employ paid or unpaid agents, staff or advisers on appropriate terms.
- 3.20 To enter into contracts to provide services to or on behalf of other bodies.
- 3.21 To establish subsidiary companies to assist or act as agents for the Charity.

- 3.22 To amalgamate or merge with or support any other organisation, company or undertaking whose objects may (in the opinion of the Trustees) advantageously be combined with the Objects.
- 3.23 To promote or oppose or join in promoting or opposing legislative or other measures affecting or likely to affect any of the Objects or work of the Charity, or any body of persons, the aid or benefit of which is within the objects of the Charity.
- 3.24 In the event of a division partition or alteration of the boundaries of the diocese at any time, to appropriate and transfer any part or parts of the property of the Charity on such terms or trusts as are appropriate to such body as assumes responsibility for the part of the diocese no longer being the responsibility of the diocese of Llandaff or its successor.
- 3.25 Subject to the laws relating to champerty and maintenance to contribute to, or bear the expense of, any prosecution or proceeding in the Courts established by the constitution of The Church in Wales, or under any Act for the time being in force for the control or discipline of the clergy, or of any action or proceeding in any court for the protection of any Church or Church property or church rights within the Diocese of Llandaff or in respect of any dilapidations or waste thereof.
- 3.26 To apply, if the Charity shall by special resolution so decide, for a Royal Charter incorporating an association having objects similar to those of the present Charity, and upon such incorporation to transfer and commit the property, work and objects of the present Charity to the body incorporated by such Royal Charter.
- 3.27 To merge in whole or in part with another Diocese in the Church in Wales as part of a reorganisation of the Church In Wales
- 3.28 To do anything else within the law which promotes or helps to promote the Objects in the view of the trustees or the Diocesan Conference or its Standing Committee.

4. MEMBERSHIP

- 4.1 The Charity must maintain a register of Members.
- 4.2 From the date of adoption of these Articles, the Members of the Charity shall be its Trustees for the time being. The only persons eligible to be Members of the Charity are its Trustees. Membership of the Charity cannot be transferred to anyone else.
- 4.3 Any Member and Trustee who ceases to be a Trustee automatically ceases to be a Member.
- 4.4 The Trustees may establish a class of informal membership and prescribe its privileges and duties and set the amounts of any subscriptions

5. BENEFITS TO MEMBERS AND TRUSTEES

- 5.1 The property and funds of the Charity must be used only for promoting the Objects and do not belong to the Members of the Charity but:

- (a) Any Member may be paid interest at a reasonable rate on money lent to the Charity;
- (b) Any Member may be paid a reasonable rent or hiring fee for property let or hired to the Charity;
- (c) Any Member may receive charitable benefits in the capacity of beneficiaries on the same terms as any other member of the public.
- (d) Clerical Members may be awarded grants and pensions in accordance with article 3.4.
- (e) Any Member who shall hold any office under or be employed by the Charity of reasonable and proper remuneration in return for any services rendered.

5.2 A Trustee and connected persons must not receive any payment of money or other material benefit (whether directly or indirectly) from the Charity except:

- (a) as mentioned in article 3.18 (indemnity insurance), 5.1(a) (interest), 5.1(b) (rent), 5.1(c) (charitable benefits), 5.1(d) (grants and pensions) or 5.3 (contractual payments);
- (b) reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in the administration of the Charity;
- (c) an indemnity in respect of any liabilities properly incurred in running the Charity (including the costs of a successful defence to criminal proceedings);
- (d) payment to any company in which a Trustee has no more than a 1 per cent shareholding;
- (e) in exceptional cases, other payments or benefits (but only with the written approval of the **Commission** in advance).

5.3 A Trustee may not be an employee of the Charity but a Trustee or a connected person may enter into a contract with the Charity to supply goods or services in return for a payment or other material benefit if:

- (a) the goods or services are actually required by the Charity;
- (b) the nature and level of the remuneration is no more than is reasonable in relation to the value of the goods or services and is set at a meeting of the Trustees in accordance with the procedure in article 4.4; and
- (c) no more than a minority of the Trustees are subject to such a contract in any **financial year**.

5.4 Subject to article 5.5, any Trustee who becomes a **Conflicted Trustee** in relation to any matter must:

- (a) declare the nature and extent of their interest at or before discussions begin on the matter;

- (b) withdraw from the meeting for that item unless expressly invited to remain in order to provide information;
 - (c) not be counted in the quorum for that part of the meeting;
 - (d) withdraw during the vote and have no vote on the matter.
- 5.5 When any Trustee is a Conflicted Trustee, the Trustees who are not Conflicted Trustees, if they form a quorum without counting the Conflicted Trustee and are satisfied that it is in the best interests of the Charity to do so, may by resolution passed in the absence of the Conflicted Trustee authorise the Conflicted Trustee, notwithstanding any conflict of interest or duty which has arisen or may arise for the Conflicted Trustee, to:
- (a) continue to participate in discussions leading to the making of a decision and/or to vote; or
 - (b) disclose to a third party information confidential to the Charity; or
 - (c) take any other action not otherwise authorised which does not involve the receipt by the Conflicted Trustee or a Connected Person of any direct or indirect payment or material benefit (whether or not from the Charity); or
 - (d) refrain from taking any step required to remove the conflict
- 5.6 This article 5 may not be amended without the prior written consent of the Commission.

6. LIMITED LIABILITY

The liability of Members is limited to £1, being the amount that each Member undertakes to contribute to the assets of the Charity in the event of its being wound up.

7. GUARANTEE

Every Member promises, if the Charity is dissolved while he, she or it remains a Member or within 12 months afterwards, to pay up to £1 towards the costs of dissolution and the liabilities incurred by the Charity while the contributor was a member.

8. DISSOLUTION

- 8.1 If, upon the winding up or dissolution of the Charity, there remains after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members of the Charity, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Charity, and which shall prohibit the distribution of its or their income and property amongst its or their Members to an extent at least as great as is imposed on the Charity under or by virtue of Article 4 hereof, such institution or institutions to be determined by the Members of the Charity at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object in connection with The Church in Wales.

8.2 A final report and statement of account must be sent to the Commission if required.

9. GENERAL MEETINGS OF MEMBERS

9.1 Members are entitled to participate in general meetings either personally or by proxy. Proxy forms must be delivered to the **Secretary** at least 24 hours before the meeting. General meetings are called on at least 14 clear days' written notice specifying the business to be discussed.

9.2 A Member is able to exercise the right to speak at a general meeting when that Member is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that Member has on the business of the meeting.

9.3 A Member is able to exercise the right to vote at a general meeting when:

- (a) that Member is able to vote, during the meeting, on resolutions put to the vote at the meeting; and
- (b) that Member's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other Members attending the meeting.

9.4 The Members may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.

9.5 In determining attendance at a general meeting, it is immaterial whether any two or more Members attending it are in the same place as each other.

9.6 Two or more Members who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

9.7 There is a quorum at a general meeting if the number of Members attending in person or by proxy is at least six or a third of the Members if greater, of which at least one should be from each of the elected and ex-officio groups of Members.

9.8 The Bishop shall from time to time appoint a person, whether or not otherwise being a Member of the Charity, to act as the Chair of the Charity for a period not exceeding three years from the date of his or her appointment. The **Chair** or (if the Chair is either not present or is unable or unwilling to do so) some other Member elected by those present presides at a general meeting. Any person so appointed shall be eligible for reappointment upon the expiry of the term of their appointment.

9.9 Except where otherwise required by these articles or the **Companies Acts**, every issue is decided by a majority of the votes cast.

9.10 Every Member attending in person or by proxy has one vote on each issue. In the case of an equality of votes the Chair of the meeting shall be entitled to a second or casting vote, whether on a show of hands or on a poll.

- 9.11 A written resolution passed in accordance with the Companies Act 2006 is as valid as a resolution actually passed at a general meeting.
- 9.12 Unless the Members resolve otherwise the Charity must hold an **AGM** in every year, at such place as the Trustees shall decide.
- 9.13 A Member is able to exercise the right to speak at an AGM when that Member is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that Member has on the business of the meeting.
- 9.14 A Member is able to exercise the right to vote at an AGM when:
- (a) that Member is able to vote, during the meeting, on resolutions put to the vote at the meeting; and
 - (b) that Member's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other Member attending the meeting.
- 9.15 The Trustees may make whatever arrangements they consider appropriate to enable those attending an AGM to exercise their rights to speak or vote at it.
- 9.16 In determining attendance at an AGM, it is immaterial whether any two or more Members attending it are in the same place as each other.
- 9.17 Two or more Members who are not in the same place as each other attend an AGM if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.
- 9.18 There is a quorum at an AGM if the number of Members attending in person or by proxy is at least six or a third of the Members if greater, of which at least one should be from each of the elected and ex-officio groups of Members.
- 9.19 At an AGM if one is held the Members:
- (a) receive the accounts of the Charity for the previous **financial year**;
 - (b) receive the Trustees' report on the Charity's activities in the previous financial year;
 - (c) note the retirement of those Trustees who have retired during the previous financial year;
 - (d) note any appointment or re-appointment of Trustees during the previous financial year;
 - (e) appoint auditors for the Charity;
 - (f) may confer on any individual (with his or her consent) the honorary title of Patron, President or Vice-President of the Charity and may remove any such title; and

- (g) may discuss and determine any other appropriate issues of policy or deal with any other business falling to be dealt with by the Members of the Charity.

9.20 A general meeting (other than an AGM) may be called at any time by the Trustees and must be called within 21 days if required to do so pursuant to section 303 of the Companies Act 2006 (for the passing of a special resolution). Other general meetings shall be called by 14 clear days' notice in writing at the least. Notice shall specify form and time of the meeting and the general nature of the business to be discussed and shall be sent to each member who is entitled under these articles to receive notices of general meetings and the auditors. The accidental omission to send such notice to or the non-receipt of such notice by any person entitled to receive the same shall not invalidate the proceedings of any general meeting.

10. THE TRUSTEES

10.1 The Trustees as **charity trustees** have control of the Charity and its property and funds.

10.2 The number of Trustees shall be not less than six.

10.3 The Trustees of the Charity shall be:

- (a) Up to six Ex-Officio Trustees being: the Bishop, (and his or her Assistant Bishop), the Archdeacons of the Diocese and the Chair of Llandaff Diocesan Property Committee (previously the Parsonage Board) whilst they respectively hold such offices;
- (b) The Chair of the Charity appointed by the Bishop from time to time pursuant to article 10.8.
- (c) Up to six Elected Trustees, elected in accordance with "Election Rules" made by the Charity to regulate their election. Elected Trustees shall serve for a term of 3 years.
- (d) Up to six Co-opted Trustees appointed by the Trustees and who shall hold office for a term of three years after their appointment.

10.4 The Trustees of the Charity at the date of adoption of these articles are as follows and (other than if ex officio) each shall continue to serve until the end of their term:

NAME	TERM
Rev'd Jonathan Ormrod	24 th October 2019 – 23 rd October 2022
Rev'd Martyn Hywel Evans	24 th October 2019– 23 rd October 2022
Mr Adrian Gerald Parker	24 th October 2019– 23 rd October 2022
Ms Anna Cory	24 th October 2019 – 23 rd October 2022
Rev'd Canon Michael David Gable	24 th October 2019 – 23 rd October 2022

Mr Philip Hopkins	24 th October 2019 – 23 rd October 2022
Mrs Julia Lewis	24 th October 2019 – 23 rd October 2022
Mrs Deryn McAndrew	24 th October 2019 – 23 rd October 2022
Mr Michael Lawley (chair)	27 th July 2017 – 26 th July 2020
The Right Reverend June Osborne	Ex Officio – Bishop of Llandaff
The Venerable F A Jackson	Ex Officio – Archdeacon of Llandaff
The Venerable Michael Komor	Ex Officio – Archdeacon of Margam
Mr Anthony Davies	Ex Officio – Chair of Parsonage Board

- 10.5 Every Trustee after appointment or reappointment must sign a declaration of willingness to act as a charity trustee of the Charity before he or she may vote at any meeting of the Trustees.
- 10.6 In selecting individuals for appointment as Co-opted Trustees, the Trustees must have regard to the skills, knowledge and experience needed for the effective administration of the Charity.
- 10.7 Elected or Co-opted Trustees shall be eligible to serve for up to three consecutive terms of three years in office save for the Chair and/or the Vice Chair who shall be eligible to serve for one additional 3 year term if so determined by a resolution of the Trustees and with the agreement of the Bishop should the same be assessed by them to be in the interests of the Charity due to special circumstances existing at that particular point in time.
- 10.8 A Trustee's term of office automatically terminates if he or she:
- (a) is disqualified under the Charities Act from acting as a charity trustee;
 - (b) ceases to be a director by virtue of any provision of the Companies Acts or is prohibited from being a director by law;
 - (c) becomes incapable, whether mentally or physically, of managing and administering his or her own affairs;
 - (d) is absent without the permission of the Trustees from all their meetings held within a period of six months and the Trustees resolve that his or her office be vacated;
 - (e) dies;
 - (f) resigns by written notice to the Trustees (but only if enough Trustees will remain in office when the notice of resignation takes effect to form a quorum for meetings);

- (g) is removed by resolution of the Members present and voting at a general meeting after the meeting has invited the views of the Trustee concerned and considered the matter in the light of any such views.
 - (h) reaches the age of 75
 - (i) being an Ex-Officio Trustee ceases to hold the relevant office in the Diocese.
- 10.9 A technical defect in the appointment of a Trustee of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.

11. PROCEEDINGS AND MEETINGS OF TRUSTEES

- 11.1 The Trustees must hold at least 4 meetings each year.
- 11.2 A quorum at a meeting of the Trustees is six Trustees or one third of the Trustee's number, whichever is the greater, at least one each of the number being an Elected Member and an Ex Officio Member.
- 11.3 A meeting of the Trustees may be held either in person or by suitable electronic means agreed by the Trustees or any combination thereof in which all participants may communicate with all the other participants.
- 11.4 The Chair or (if the Chair is either not present or is unable or unwilling to do so) some other Trustee chosen by the Trustees participating presides at each meeting ('the chair of the meeting').
- 11.5 Every issue may be determined by a simple majority of the votes cast at a meeting but a written resolution signed by a majority of the Trustees is as valid as a resolution passed at a meeting. For this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature, and may be taken in one of the following ways:
- (a) at a meeting of the Trustees;
 - (b) by written resolution, copies of which have been signed by a majority of the eligible Trustees or to which a majority of the eligible Trustees have otherwise indicated agreement in writing; or
 - (c) by a majority of the eligible Trustees indicating to each other, by any means, that they share a common view on a matter.
- 11.6 References in this article 11 to eligible Trustees are to Trustees who would have been entitled to vote on the matter had it been proposed as a resolution at a Trustees' meeting.
- 11.7 A decision may not be taken in accordance with article 11.5 (a) or (c) if the eligible Trustees purporting to take the decision would not have formed a quorum at such a meeting.
- 11.8 Except for the chair of the meeting, who in the case of an equality of votes has a casting vote, every Trustee has one vote on each issue.

11.9 A procedural defect of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.

11.10 If the number of Trustees falls below six the Trustees shall be entitled:

- (a) to co-opt additional Trustees under article 10.6; and/or
- (b) to call a general meeting of Members; and

to act to preserve and protect the assets of the Charity.

12. POWERS OF TRUSTEES

In addition to any other powers specified in these articles, the Trustees have the following powers in the administration of the Charity:

- 12.1 to appoint (and remove) any individual (who may be a Trustee) to act as Secretary of the Charity;
- 12.2 to appoint (and remove) a Vice-Chair, Treasurer and other honorary officers from among their number and to determine their respective roles and delegated responsibilities;
- 12.3 to delegate any of their functions to committees consisting of two or more individuals appointed by them. At least two members of every committee must be a Trustee and all proceedings of committees must be reported promptly to the Trustees;
- 12.4 to make standing orders consistent with these articles and the Companies Acts to govern proceedings at general meetings and to prescribe a form of proxy;
- 12.5 to make rules (other than the 'Election Rules' which must be agreed by the Members of the Charity in general meeting) consistent with these articles and the Companies Acts to govern their proceedings and proceedings of committees;
- 12.6 to make regulations consistent with these articles and the Companies Acts to govern the administration of the Charity and the use of its seal (if any);
- 12.7 to make rules and establish procedures for the retirement of Trustees and the nomination and appointment of Trustees.
- 12.8 to establish procedures to assist the resolution of disputes or differences within the Charity;
- 12.9 to exercise any powers of the Charity which are not reserved to the Members.

13. RECORDS AND ACCOUNTS

13.1 The Trustees must comply with the requirements of the Companies Acts and of the Charities Act as to keeping financial and other records, the audit or independent examination of accounts and the preparation and transmission to the Registrar of Companies and the **Commission** of:

- (a) annual returns;

- (b) annual reports;
 - (c) annual statements of account.
- 13.2 The Trustees must keep proper records of:
- (a) all proceedings at general meetings of the Members;
 - (b) all proceedings at meetings of the Trustees;
 - (c) all reports of committees; and
 - (d) all professional advice obtained.
- 13.3 Accounting records relating to the Charity must be made available for inspection by any Trustee at any time during normal office hours and may be made available for inspection by Members who are not Trustees if the Trustees so decide.
- 13.4 A copy of the Charity's latest available statement of account must be supplied on request to any Trustee or Member. A copy must also be supplied, within two months to any other person who makes a written request and pays the Charity's reasonable costs.

14. MEANS OF COMMUNICATION TO BE USED

- 14.1 Subject to these articles, anything sent or supplied by or to the Charity under these articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Charity and the company communications provisions in the Companies Act 2006 shall apply to anything sent or supplied under these articles.
- 14.2 A communication sent or supplied by the Charity shall be deemed to have been received by the intended recipient:
- (a) if it is sent by post, 24 hours after it was posted;
 - (b) if it is hand delivered, at the time of such delivery;
 - (c) if it is sent by electronic means, immediately upon its being sent; and
 - (d) if it is made available on a website, when the notification of the presence of the communication on the website was received by the intended recipient or, if later, on the date on which the communication appeared on the website.
- 14.3 In the case of a communication sent or supplied by the Charity, the Charity may make the documents or information available on a website in accordance with the Companies Act 2006.
- 14.4 Subject to these 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 by which that Trustee has asked to be sent or supplied with such notices or documents for the time being.

14.5 A Trustee may agree with the Charity that notices or documents sent to that Trustee in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

15. INDEMNITY

The Charity shall indemnify every Trustee (as a director) of the Charity against any liability incurred by him or her in that capacity to the extent permitted by the Companies Act 2006.

16. EXECUTION

16.1 The Trustees may provide a Common Seal. The seal shall not be used except by the authority of the Trustees previously given, and then only in the presence of two Trustees or one Trustee and the Secretary, who sign every instrument to which the seal is affixed.

17. INTERPRETATION

17.1 In these articles, unless the context indicates another meaning:

‘AGM’	means an annual general meeting of the Charity;
‘Article(s)’	means the Charity’s articles of association;
‘Chair’	means the chairman of the Charity from time to time, being appointed by the Bishop pursuant to Article 9.3;
‘the Charity’	means the company governed by these articles;
‘the Charities Act’	means the Charities Act 2011;
‘charity Trustee’	has the meaning prescribed by section 177 of the Charities Act;
“Clerical Member”	a person who has been ordained in the Church in Wales or any church in the communion with the same;
‘the Commission’	means the Charity Commission for England and Wales;
‘the Companies Acts’	means the Companies Acts (as defined in the Companies Act 2006) insofar as they apply to the Charity;
‘Conflicted Trustee’	means a Trustee in respect of whom a conflict of interest arises or may reasonably arise because such person or a connected person is receiving or stands to receive a benefit (other than payment of a premium for indemnity insurance) from the Charity, or has some separate interest or duty in a matter to be decided, or in relation to information which is confidential to the

	Charity;
‘connected person’	means in relation to a Trustee, any spouse, civil partner, partner, parent, child, brother, sister, grandparent or grandchild of that Trustee, any firm of which that Trustee is a member or employee, and any company of which that Trustee is a director, employee or shareholder having a beneficial interest in more than 1% of the share capital;
“The Church in Wales”	shall have the same meaning as in section 1 of the Welsh Church Act 1914, and the expression.
‘custodian’	means a person or body who undertakes safe custody of assets or of documents or records relating to them;
‘document’	includes, unless otherwise specified, any document sent or supplied in electronic form;
“The Diocesan Conference”	shall have the same meaning as in chapter IVA of the Constitution of the Church in Wales.
‘electronic form’	has the meaning given in section 1168 of the Companies Act 2006;
‘financial expert’	means an individual, company or firm who is authorised to give investment advice under the Financial Services and Markets Act 2000;
‘financial year’	means the Charity’s financial year;
‘firm’	includes a limited liability partnership;
‘indemnity insurance’	means insurance against personal liability incurred by any Trustee for an act or omission which is or alleged to be a breach of trust or breach of duty, unless the Trustee concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty;
‘informal membership’	refers to a supporter who may be called a “member” but is not a company member of the Charity;
‘material benefit’	means a benefit which may not be financial but has a monetary value;
‘Member’ and ‘membership’	refer to company membership of the charitable company being the Charity;
‘month’	means calendar month;
‘nominee company’	means a corporate body registered or having an established place of business in England or Wales;

‘Objects’	means the Objects of the Charity as defined in article 2 of these articles;
‘Secretary’	means the person (if any) appointed by the Trustees as secretary of the Charity or such other person as performs the functions of secretary of the Charity;
‘taxable trading’	means carrying on a trade or business for the principal purpose of raising funds and not for the purpose of actually carrying out the Objects, the profits of which are subject to corporation tax;
‘Trustee’	means a director of the charitable company (being the Charity) and ‘Trustees’ means the directors.
‘written’ or ‘in writing’	refers to a legible document capable of being printed on paper and includes an email;
‘year’	means a calendar year.

17.2 Expressions defined in the Companies Acts have the same meaning, unless these articles specify otherwise.

17.3 References to an Act of Parliament are to the Act as amended or re-enacted from time to time and to any subordinate legislation made under it.