

Company number: 8823593

Charity number: 1155876

COMPANIES ACT 2006

A COMPANY LIMITED BY GUARANTEE

NOT HAVING A SHARE CAPITAL

**MEMORANDUM
AND ARTICLES OF ASSOCIATION
OF
LEEDS DIOCESAN BOARD OF FINANCE**

Incorporated on 20 December 2013 as amended by special resolutions passed on
17 February 2014, on 5 November 2014 and on 19 November 2015
(to take effect on 28 January 2016), 13 March 2021 and 15 October 2022

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Companies Act 2006

Company limited by guarantee and not having a share capital

ARTICLES OF ASSOCIATION OF

LEEDS DIOCESAN BOARD OF FINANCE

1 Name

The name of the Charity is Leeds Diocesan Board of Finance.

2 Limited Liability

The liability of Members is limited.

3 Guarantee

Every Member promises, if the Charity is dissolved while they 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 they or it was a Member.

4 Objects

The Objects are for the public benefit to assist, promote and further the religious and other charitable work (including, but not limited to, the educational work) of the Church of England in the Diocese of Leeds, and any other diocese which shall at any time be formed, wholly or in part out of the Diocese, either with or without the addition of any part or parts of other dioceses.

5 Powers

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

Function

5.1 To serve as the financial executive body of the Church of England in the Diocese and to perform, work and transact business in connection with the Church and the Diocese and to act as a committee of the Diocesan Synod.

5.2 To act as the Parsonages Board for the Diocese within the meaning of the Repair of Benefice Buildings Measure 1972.

Funds

- 5.3 To raise funds (but not by means of Taxable Trading).
- 5.4 From time to time to determine or assist in determining the proportions in which the several deaneries and parishes within the Diocese should contribute funds to the Charity.
- 5.5 To make grants or loans of money and to give guarantees.

Investments and reserves

- 5.6 To set aside funds for special purposes or as reserves against future expenditure.
- 5.7 To deposit or invest in funds in any manner (but to invest only after obtaining such advice from a Financial Expert as the Trustees consider necessary and having regard to the suitability of investments and the need for diversification).
- 5.8 To delegate the management of investments to a Financial Expert, but only on terms that:
 - 5.8.1 the investment policy is set down in writing for the Financial Expert by the Trustees;
 - 5.8.2 every transaction is reported regularly to the Trustees;
 - 5.8.3 the performance of the investments is reviewed regularly with the Trustees;
 - 5.8.4 the Trustees are entitled to cancel the delegation arrangement at any time;
 - 5.8.5 the investment policy and the delegation arrangement are reviewed at least once a year;
 - 5.8.6 all payments due to the Financial Expert are on a scale or at a level which is agreed in advance and are reported regularly to the Trustees on receipt; and
 - 5.8.7 the Financial Expert must not do anything outside the powers of the Trustees.

Joint Working

- 5.9 To co-operate with other bodies, including (but not limited to) other Church dioceses, churches of any denomination and Christian charities (whether Church charities or otherwise).
- 5.10 To support, administer or set up other charities.

- 5.11 To establish or acquire subsidiary companies to assist, act as agents or carry on any trade for the Charity.
- 5.12 To acquire or enter into any partnership or joint venture arrangement with any other charity formed for any of the Objects.

Agents, staff and advisers

- 5.13 Subject to article 13, to employ paid or unpaid agents, staff or advisers.
- 5.14 Subject to article 13, to provide for the maintenance of the clergy and other persons connected with the ministry or work of the Church of England.
- 5.15 Subject to article 13, to make provision for any person who is or has been in the employment of the Charity or connected with the ministry or work of the Church and their husband, wife, civil partner, widow, widower, surviving civil partner, children and/or dependants, including (but not limited to) the payment of wages, pensions and other support and the endowment (temporary or permanent) of benefices.
- 5.16 Subject to article 13, to train (or pay for the training of) clergy, candidates for the ministry, lay workers and other paid or unpaid agents or staff.

Property

- 5.17 To borrow money and give security for loans (but only in accordance with the restrictions imposed by the Charities Act).
- 5.18 To hold real and personal property for purposes connected with the Church.
- 5.19 To buy, take on lease or in exchange, or otherwise acquire or hire property of any kind.
- 5.20 To let or dispose of property of any kind (but only in accordance with the restrictions imposed by the Charities Act).
- 5.21 To build, maintain, restore, renew, improve, alter, enlarge and repair property of any kind.
- 5.22 To acquire, hold and administer advowsons.
- 5.23 To arrange for investments or other property of the Charity to be held in the name of a Nominee Company acting under the control of the Trustees or of a Financial Expert acting under their instructions, and to pay any reasonable fee required.

- 5.24 To deposit documents and physical assets with any company registered or having a place of business in England and Wales as Custodian, and to pay any reasonable fee required.

Education

- 5.25 To advance religious education, including by (but not limited to):
- 5.25.1 acquiring buildings, sites for building, land and other assets for Church schools and colleges;
 - 5.25.2 equipping, improving and repairing Church schools and colleges;
 - 5.25.3 managing Church schools and colleges;
 - 5.25.4 founding scholarships;
 - 5.25.5 training teachers and non-teaching staff;
 - 5.25.6 co-operating and working with educational authorities; and
 - 5.25.7 dealing with funding from government and other sources.

Insurance

- 5.26 To insure the property of the Charity against any foreseeable risk and take out other insurance policies to protect the Charity when required.
- 5.27 To pay for Indemnity Insurance for
- 5.27.1 the Trustees
 - 5.27.2 Members of the Charity's committees and any sub-committees and any person acting under delegated authority from a committee of the Charity.

General

- 5.28 To enter into contracts to provide services to or on behalf of other bodies.
- 5.29 To promote or carry out research.
- 5.30 To provide advice.
- 5.31 To print, publish, sell, give away and/or distribute information, books, pamphlets and other literature.

- 5.32 To promote or oppose or to join in promoting or opposing legislative and 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.
- 5.33 To act as executor and/or trustee, either alone or jointly with any other person or persons.
- 5.34 To pay the costs of forming the Charity.
- 5.35 To do anything else within the law which promotes or helps to promote the Objects or which the Diocesan Synod of the Diocese deems necessary or expedient in the interests of the Diocese.

6 Membership

- 6.1 The Charity must maintain a register of Members.
- 6.2 As required by section 1 of the Diocesan Boards of Finance Measure 1925:
 - 6.2.1 The Bishop of Leeds shall be a Member (ex officio).
 - 6.2.2 There shall be no more than 260 other Members, or such other number as the Members shall by ordinary resolution decide.
- 6.3 Subject to article 6.2, the Members of the Charity shall until otherwise resolved by the Diocesan Synod comprise each and every member for the time being of the Diocesan Synod.
- 6.4 No person shall be appointed as a Member unless they are a communicant member of the Church.
- 6.5 Membership is terminated if the Member concerned:
 - 6.5.1 gives written notice of resignation to the Charity;
 - 6.5.2 dies, or in the case of an ex officio Member, if their office ceases to exist or if the individual ceases to hold that office;
 - 6.5.3 is disqualified from being nominated, chosen or elected or from serving as a member of any synod under the Church Representation Rules 2020 (as amended or replaced) or if they are disqualified from being a charity trustee under section 178 Charities Act 2011 and the disqualification is not for the time being subject to a waiver by the Charity Commissioners under section 181 Charities Act 2011;

6.5.4 is prohibited from acting as a trustee under the provisions of the Safeguarding Vulnerable Groups Act 2006;

6.5.5 ceases to be a communicant member of the Church;

6.5.6 ceases to be a member of Diocesan Synod.

6.6 The Charity may act notwithstanding any vacancy in the number of Members, so long as the number of Members does not fall below the quorum set out in article 7.2.

6.7 Membership of the Charity is not transferable.

7 General Meetings

7.1 A meeting may be called at any time by the Trustees and must be called within 28 clear days of a written request from at least 5% of the Members. Meetings are called on at least 14 clear days' written notice specifying the business to be discussed.

7.2 Members are entitled to attend meetings either personally, by proxy or by suitable means agreed by the Trustees, from time to time, in which all participants may communicate with all the other participants. There is a quorum at a meeting if the number of Members present in person or by proxy is at least one quarter of the Members.

7.3 A meeting held by suitable means agreed by the Trustees in accordance with article 7.2 shall include, but is not limited to, a meeting held by suitable electronic means at which:

7.3.1 persons may attend, speak at, vote in or otherwise participate in without all of the persons, or without any of the persons, being together in the same place;

7.3.2 the place where a meeting is held, or is to be held, includes electronic, digital or virtual locations, web addresses or conference call telephone numbers and may include reference to a meeting being held in more than one location;

7.3.3 a person is to be regarded as being present at a meeting at any given time if the person is at the time able to hear and be heard, and where practicable see and be seen by the other persons present and includes being present by electronic means, including by telephone conference, video conference, live webcast and live interactive screening.

7.4 The Chair shall be entitled to preside at all General Meetings at which they shall be present. If there is no Chair or if at any meeting they are unwilling to preside at the meeting or is not present within five minutes after the time appointed for holding the meeting, one of the Vice-

Chairs shall act as the chair of the meeting and if no Vice-Chair is elected or if at any meeting no Vice-Chair is willing to preside at the meeting or is not present within five minutes after the time appointed for holding the meeting, the Trustees present shall choose one of their number to be chair of the meeting.

7.5 Except where otherwise provided by:

7.5.1 the Articles;

7.5.2 any regulations, standing orders or by-laws of the Charity; or

7.5.3 the Companies Acts

every issue is decided by a majority of the votes cast.

7.6 Every Member present in person has one vote on each issue. A vote may be taken by such electronic method of voting as may be determined by the chair of the meeting.

7.7 A written resolution signed by a majority of those entitled to vote at a meeting (or, where article 7.5 requires, a greater majority) is as valid as a resolution actually passed at that meeting. For this purpose the written resolution may be set out in more than one document and will be treated as passed on the date of the last signature required to reach the relevant majority. A written resolution may be sent and/or received by electronic means including email and a Member may indicate their agreement to a written resolution by use of an electronic signature.

7.8 The Charity shall not be required to hold an AGM in any year.

8 The Trustees

8.1 The Trustees as Charity Trustees have control of the Charity and its property and funds subject to such directions as may be given from time to time by the Members.

8.2 There shall be at least three and not more than 21 Trustees or such other number as the Members shall by ordinary resolution decide. If the number of Trustees shall fall below three, the remaining Trustees may act to co-opt further Trustees as required.

8.3 The Trustees shall be appointed in accordance with article 8.4.

8.4 Subject to article 8.2, the Trustees of the Charity shall comprise:

Ex Officio Trustees

- 8.4.1 The Bishop of Leeds;
- 8.4.2 The suffragan bishops of Kirkstall, Wakefield, Bradford, Ripon and Huddersfield;
- 8.4.3 The Chair of the House of Clergy of the Diocesan Synod;
- 8.4.4 The Chair of the House of Laity of the Diocesan Synod;

Elected Trustees

- 8.4.5 One Dean of a cathedral in the Diocese elected by the Deans of the cathedrals of the Diocese;
- 8.4.6 One Archdeacon of the Diocese elected by the archdeacons of the Diocese;
- 8.4.7 Up to 4 lay members of Diocesan Synod elected by the members of the House of Laity of the Diocesan Synod from the members of the House of Laity of the Diocesan Synod;
- 8.4.8 Up to 2 clergy members of Diocesan Synod elected by the House of Clergy of the Diocesan Synod from the members of the House of Clergy of the Diocesan Synod;

Nominated Trustees

- 8.4.9 Up to 5 people (not more than one of whom may be a clergy person) nominated by the Trustees and ratified by the Diocesan Synod.

8.5 Save for the Nominated Trustees only Members may be Trustees.

8.6 The terms of office of the Trustees shall be as follows:

8.6.1 Ex Officio Trustees:

- (a) The Bishop of Leeds and the suffragan bishops of Kirkstall, Wakefield, Bradford, Ripon and Huddersfield for as long as they hold office as such;
- (b) The Chair of the House of Clergy and the Chair of the House of Laity shall hold office until the election of their successor.

8.6.2 **Elected Trustees** shall be elected for a term of approximately 3 years commencing on 1 November in the year of the general elections to Diocesan Synod and ending on 31 October in the year of the next following Diocesan Synod elections.

- 8.6.3 **Nominated Trustees** shall be appointed for a term of 3 years commencing on and from the date their appointment is ratified by Diocesan Synod in accordance with article 8.4.9 .
- 8.6.4 Notwithstanding article 8.8.1, a Trustee shall remain in office as a Trustee for the period between the expiry of their 3 year term as a member of Diocesan Synod on the 31 July of the relevant year and the end of their term of office as a Trustee as provided by article 8.6, in all other circumstances article 8.1.1 shall apply.
- 8.7 Every Trustee after appointment must sign a declaration of willingness to act as a Charity Trustee of the Charity before they may vote at any meeting of the Trustees.
- 8.8 A Trustee's term of office automatically terminates if they:
- 8.8.1 (subject to the provisions of article 8.4.9 and 8.6.4 above) ceases to be a Member in accordance with article 6.5.6;
 - 8.8.2 is disqualified under the Charities Act from acting as a Charity Trustee or is prohibited by law from being a director of a company;
 - 8.8.3 is, in the opinion of the other Trustees, at any time incapable, whether mentally or physically, of managing their own affairs;
 - 8.8.4 is absent from all meetings of the Trustees for a period of twelve months and is asked by a majority of the other Trustees to resign;
 - 8.8.5 resigns by written notice to the Trustees; or
 - 8.8.6 is removed by resolution of the Members present and voting at a general meeting (but only if at least three Trustees will remain in office) after the meeting has invited the views of the Trustee concerned and considered the matter in the light of any such views;
 - 8.8.7 ceases to be a communicant member of the Church.
- 8.9 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.
- 8.10 Any queries in relation to the interpretation or application of article 8 of the Articles shall be determined by the Chair whose decision shall be final.

9 Trustees' Proceedings

- 9.1 The Trustees must hold at least two meetings each year.
- 9.2 A quorum at a meeting of the Trustees is three or one third of the Trustees if greater.
- 9.3 A meeting of the Trustees may be held either in person or by suitable means agreed by the Trustees, from time to time, in which all participants may communicate with all the other participants.
- 9.4 A meeting held by suitable means agreed by the Trustees in accordance with article 9.3 shall include, but is not limited to, a meeting held by suitable electronic means at which:
- 9.4.1 persons may attend, speak at, vote in or otherwise participate in without all of the persons, or without any of the persons, being together in the same place;
 - 9.4.2 the place where a meeting is held, or is to be held, includes electronic, digital or virtual locations, web addresses or conference call telephone numbers and may include reference to a meeting being held in more than one location;
 - 9.4.3 a person is to be regarded as being present at a meeting at any given time if the person is at the time able to hear and be heard, and where practicable see and be seen by the other persons present and includes being present by electronic means, including by telephone conference, video conference, live webcast and live interactive screening.
- 9.5 The Chair shall be entitled to preside at all Trustee meetings at which they shall be present. If there shall be no Chair or if at any meeting they are unwilling to preside at the meeting or is not present within five minutes after the time appointed for holding the meeting, one of the Vice-Chairs shall act as chair of the meeting and if no Vice-Chair is elected or if at any meeting no Vice-Chair is willing to preside at the meeting or is not present within five minutes after the time appointed for holding the meeting, the Trustees present shall choose one of their number to be chair of the meeting.
- 9.6 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. A written resolution may be sent and/or received by electronic means including email and a Trustee may indicate their agreement to a written resolution by use of an electronic signature.

9.7 Except for the chair of the meeting, who has a casting vote, every Trustee has one vote on each issue. A vote may be taken by such electronic method of voting as may be determined by the chair of the meeting.

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

10 Diocesan Secretary

The Diocesan Secretary shall be entitled to attend and speak at meetings of the Trustees but shall not be entitled to vote.

11 Chair, Vice-Chair and Secretary

11.1 The Chair shall be the Bishop of Leeds or such person as the Bishop of Leeds may nominate from among the Trustees.

11.2 When there is a vacancy in the See of Leeds, the Chair shall be the Archbishop of York or such person as the Archbishop of York may nominate from among the Trustees.

11.3 The Trustees may from time to time elect two Vice-Chairs from their number and may determine what period they are to hold office.

11.4 The Diocesan Secretary shall act as Secretary in accordance with the Companies Acts.

12 Trustees' Powers

The Trustees have the following powers in the administration of the Charity:

12.1 To appoint honorary officers from among their number, but not a Chair or Secretary.

12.2 To delegate any of their functions to committees consisting of two or more individuals appointed by them. With the exceptions of the DBE, the Property Committee, the Finance Assets and Investments Committee and the Audit Committee, where the following membership requirement will not apply, the majority of every committee must be Members of the Charity. All proceedings of committees must be reported regularly to the Trustees.

12.3 To make standing orders consistent with the Memorandum, the Articles and the Companies Acts to govern proceedings at general meetings and to prescribe a form of proxy.

12.4 To make rules consistent with the Memorandum, the Articles and the Companies Acts to govern their proceedings and proceedings of committees.

- 12.5 To make regulations consistent with the Memorandum, the Articles and the Companies Acts to govern the administration of the Charity and the use of its seal (if any).
- 12.6 To establish procedures to assist the resolution of disputes or differences within the Charity.
- 12.7 To exercise any powers of the Charity which are not reserved to the Members.

13 Benefits to Members and Trustees

- 13.1 The property and funds of the Charity must be used only for promoting the Objects and do not belong to the Members but:
 - 13.1.1 Members who are not Trustees or Connected Persons may be employed by or enter into contracts with the Charity and receive reasonable payment for goods or services supplied;
 - 13.1.2 Members (including Trustees) may be paid interest at a reasonable rate on money lent to the Charity;
 - 13.1.3 Members (including Trustees) may be paid a reasonable rent or hiring fee for property or equipment let or hired to the Charity;
 - 13.1.4 Members (including Trustees) who are also beneficiaries may receive charitable benefits in that capacity; and
 - 13.1.5 Members (including Trustees) who are clergy or lay workers of the Church of England may receive grants, pensions and benefits.
- 13.2 A Trustee must not receive any payment of money or other Material Benefit (whether directly or indirectly) from the Charity except:
 - 13.2.1 as mentioned in articles 5.14 (maintenance of clergy, etc.) 5.15 (provision for employees, etc.) 5.16 (training of clergy, etc.), 5.27 (indemnity insurance), 13.1.2 (interest), 13.1.3 (rent), 13.1.4 (charitable benefits), 13.1.5 (payments to clergy, etc.), 13.3 (contractual payments), 13.4 (individuals who are trustees because of their employment);
 - 13.2.2 reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in the administration of the Charity;
 - 13.2.3 an indemnity in respect of any liabilities properly incurred in running the Charity (including the costs of a successful defence to criminal proceedings);

13.2.4 payment to any company in which a Trustee has no more than a 1 per cent shareholding; and

13.2.5 in exceptional cases, other payments or benefits (but only with the written approval of the Commission in advance).

13.3 Subject to article 13.4, 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:

13.3.1 the goods or services are actually required by the Charity;

13.3.2 the nature and level of the benefit is no more than 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 13.6, and;

13.3.3 no more than a minority of the Trustees are interested in such a contract in any financial year.

Payments or other Material Benefits provided under articles 5.14 and 13.1.5 shall be disregarded for the purposes of this article.

13.4 Anyone who is a Trustee because of their employment with the Charity may be employed by the Charity.

13.5 Whenever a Trustee has a personal interest in a matter falling within articles 13.1, 13.2, 13.3 or 13.4 which is to be discussed at a meeting of the Trustees or a committee, they must comply with the procedure in article 13.6.

13.6 Where this article applies, a Trustee must:

13.6.1 declare an interest before the meeting or at the meeting before discussion begins on the matter;

13.6.2 be absent from the meeting for that item unless expressly invited to remain in order to provide information;

13.6.3 not be counted in the quorum for that part of the meeting; and

13.6.4 have no vote on the matter and be absent during the vote if so requested by the other Trustees.

13.7 This article may not be amended without the written consent of the Commission in advance.

14 Conflicts of Interest

14.1 Trustees must avoid Conflicts of Interest and wherever a Conflict of Interest arises in a matter to be discussed at a meeting of the Trustees or a committee, a Conflicted Trustee must comply with the procedure set out in article 13.6.

14.2 Subject to article 13, if a Conflict of Interest matter is proposed to the Trustees, the Unconflicted Trustees may agree to:

14.2.1 authorise that matter; or

14.2.2 authorise a Conflicted Trustee to act in their ordinary capacity as a Trustee and carry out all the duties and powers of a Trustee in relation to that matter.

14.3 Where the Unconflicted Trustees consider an authorisation to act notwithstanding a Conflict of Interest, the Conflicted Trustee must comply with the procedure set out in article 13.6.

15 Company Seal

15.1 The Charity shall have a company seal and the Trustees shall provide for the safe custody of the Charity's company seal.

15.2 The Charity's company seal may only be used by the authority of the Trustees.

15.3 Any documents bearing the Charity's company seal and purporting to be attested by one Trustee or the Secretary shall, in the absence of proof to the contrary, be deemed to have been duly sealed by the Trustees.

15.4 The Secretary shall keep a record of every occasion on which the Charity's company seal is used.

16 Records and Accounts

16.1 The Trustees must comply with the requirements of the Companies Acts and of the Charities Act as to keeping financial records, the audit of accounts and the preparation and transmission to the Registrar of Companies and the Commission of:

16.1.1 annual returns;

16.1.2 annual reports; and

16.1.3 annual statements of account.

- 16.2 The Trustees must keep proper records of:
- 16.2.1 all proceedings at Member meetings;
 - 16.2.2 all proceedings at meetings of the Trustees;
 - 16.2.3 all reports of committees; and
 - 16.2.4 all professional advice obtained.
- 16.3 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.
- 16.4 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.
- 17 Notices**
- 17.1 Notices under the Articles may be sent by hand, by post or by suitable electronic means or by any journal distributed by the Charity.
- 17.2 The only address at which a Member is entitled to receive notices sent by post is an address in the UK shown in the register of Members.
- 17.3 Any notice given in accordance with these Articles is to be treated for all purposes as having been received:
- 17.3.1 24 hours after being sent by electronic means or delivered by hand to the relevant address;
 - 17.3.2 two clear days after being sent by first class post to that address;
 - 17.3.3 three clear days after being sent by second class or overseas post to that address;
 - 17.3.4 on the date of publication of a newspaper containing the notice;
 - 17.3.5 on being handed to the Member personally; or, if earlier
 - 17.3.6 as soon as the Member acknowledges actual receipt.
- 17.4 A technical defect in the giving of notice of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.

18 Dissolution

18.1 If the Charity is dissolved, the assets (if any) remaining after provision has been made for all its liabilities must be applied in one or more of the following ways:

18.1.1 by transfer to one or more other bodies established for exclusively charitable purposes within, the same as or similar to the Objects;

18.1.2 directly for the Objects or for charitable purposes which are within or similar to the Objects;

18.1.3 in such other manner consistent with charitable status as the Commission approve in writing in advance.

18.2 A final report and statement of account must be sent to the Commission.

19 Interpretation

19.1 In the Memorandum and in the Articles, unless the context indicates another meaning:

"AGM" means an annual general meeting of the Charity.

"the Articles" means the Charity's articles of association.

"Chair" means the chair of the Trustees who shall be the Bishop of Leeds ex officio.

"the Charity" means the company governed by the Articles.

"the Charities Act" means the Charities Act 2011.

"Charity Trustee" has the meaning prescribed by section 177 Charities Act.

"Church" means Church of England.

"clear day" means 24 hours from midnight following the relevant event.

"the Commission" means the Charity Commission for England and Wales.

"the Companies Act" means the Companies Acts (as defined in section 2 Companies Act 2006) insofar as they apply to the Charity.

"Conflict of Interest"

includes a conflict of interest and duty and a conflict of duties.

"Conflicted Trustee"

means any Trustee who has a Conflict of Interest in relation to a matter to be discussed or voted upon at a meeting of the Trustees.

"Connected Person"

means, in relation to a Trustee:

(a) a child, parent, grandchild, grandparent, brother or sister of the Trustee;

(b) the spouse or civil partner of the trustee or of any person falling within (a);

(c) a person carrying on business in partnership with the trustee or with any person falling within (a) or (b);

(d) an institution which is controlled:

(i) by the Trustee or by any person falling within (a), (b) or (c) above; or

(ii) by two more persons falling within (i) above, when taken together;

(e) a body corporate in which:

(i) that Trustee or any person falling within (a), (b) and (c) above has a substantial interest;

(ii) two or more persons falling within (i) above, when taken together, have a substantial interest;

and sections 350 – 352 Charities Act 2011 (meaning of child, spouse and civil partner, controlled institution and substantial interest) apply for the purposes of this definition.

"Custodian"	means a person or body who undertakes safe custody of assets or of documents or records relating to them.
"DBE"	means the statutory committee referred to in Article 3 (1) of the Diocese of Leeds Diocesan Board of Education Scheme made on 1 April 2022.
"Diocesan Secretary"	means the Diocesan Secretary for the Diocese or, where there is a vacancy, the acting Diocesan Secretary.
"Diocesan Synod" and "Deanery Synods"	shall be as constituted by the Synodical Government Measure 1969.
"Diocese"	means the Church of England diocese of Leeds.
"Electronic form and electronic means"	Have the meaning given to such terms in Section 1168 of the Companies Act;
"Elected Trustees"	means the Trustees elected in accordance with article 8.4 and "Elected Trustee" means any one such person.
"Ex officio Trustees"	means the Trustees appointed under article 8.4 and "Ex Officio Trustee" means any one such person.
"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.
"Indemnity Insurance"	means insurance against personal liability incurred by any Trustee for an act or omission which is or is 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.
"Material Benefit"	means a benefit which may not be financial but has a monetary value.
"Member" and "Membership"	refer to company Membership of the Charity.

"Memorandum"	means the Charity's Memorandum of Association.
"month"	means calendar month.
"Nominated Trustees"	means the five Trustees nominated by the Trustees and ratified by the Diocesan Synod in accordance with article 8.4.9 and "Nominated Trustee" means any one such person.
"Nominee Company"	means a corporate body registered or having an established place of business in England and Wales.
"the Objects"	means the Objects of the Charity as defined in article 4.
"Secretary"	means the company secretary of the Charity.
"Taxable Trading"	Means carrying out a trade or business which does not directly further the Objects and does not fall within any tax relief or exemption available to the Charity from time to time and is therefore subject to corporation tax.
"Trustee"	means a director of the Charity and 'Trustees' means the directors.
"Unconflicted Trustee"	means any Trustee who has no Conflict of Interest in relation to a matter to be discussed or voted upon at a meeting of the Trustees.
"Vice-Chairs"	means the persons elected to be Vice-Chairs of Trustees in accordance with article 11.3 and "Vice-Chair" means any one such person.
"written" or "in writing"	refers to a legible document on paper including a fax message or in electronic format.
"year"	means calendar year.

19.2 Expressions defined in the Companies Acts have the same meaning.

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