



CERTIFICATE OF INCORPORATION OF A LIMITED COMPANY

Company No. 7311767

The Registrar of Companies for England and Wales hereby certifies that:

THE ANGLICAN CONSULTATIVE COUNCIL

is this day incorporated under the Companies Act 2006 as a private company limited by guarantee and the situation of the registered office is in England and Wales.

Given at Companies House, on the 12th July 2010



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —

The above information was communicated by electronic means and authenticated by the Registrar of Companies under section 1115 of the Companies Act 2006

**THE COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE**

Articles of Association of The Anglican Consultative Council

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Company Name

1. The company's name is The Anglican Consultative Council (and in this document it is called "the Council")

Interpretation

2.1 In these Articles:

Address means a postal address or, for the purposes of electronic communication, a fax number, an e-mail or postal address or telephone number for receiving text messages in each case registered with the Council

Articles means the Articles of Association of the Council

Council means the company intended to be regulated by these articles and shall include the meeting of the Council in Plenary Session

Clear Days in relation to the period of a notice means a period including:

- 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

Commission means the Charity Commission for England and Wales

Companies Acts means the Companies Acts (as defined in section 2 of the Companies Acts 2006) insofar as they apply to the Council

Document includes, unless otherwise specified, any document sent or supplied in electronic form

Electronic form has the meaning given in section 1168 of the Companies Act 2006

Memorandum means the Council's memorandum of association

Member(s) means (1) the persons nominated from time to time by the Member-Churches and listed in paragraphs 1 , 2 and 3 of the

Schedule to these Articles and (2) the co-opted or additional Members appointed under paragraphs 4 and 5 of the Schedule to these Articles and (3) the *ex officio* Members appointed under paragraph 6 of the Schedule to these Articles

<i>Member- Churches</i>	means the churches in communion with the Archbishop of Canterbury whose names are listed in the Schedule to these Articles (also in some cases referred to in these Articles as <i>Provinces or Churches</i>)
<i>Memorandum</i>	means the memorandum of association of the Council;
<i>Office</i>	means the registered office of the Council;
<i>Plenary Session</i>	means the meeting of the Members referred to in Article 16
<i>President</i>	means the Most Reverend the Lord Archbishop of Canterbury who shall at all times be a Member and Trustee-Member <i>ex officio</i> of the Council
<i>Primates</i>	means the principal Archbishop, Bishop, Moderator or Primate of each of the bodies listed under paragraphs 1, 2 and 3 of the Schedule appended to these Articles
<i>Primates' Meeting</i>	means the gathering of the Primates convened time to time by the Archbishop of Canterbury
<i>Register</i>	means the register of Members, Trustee-Members, and Member-Churches established and maintained by the Trustee-Members
<i>Seal</i>	means the common seal of the Council
<i>Secretary-General</i>	means the Secretary-General of the Council or any other person appointed to perform the duties of the secretary of the Council, and (where the context admits) includes any joint, assistant or deputy secretary
<i>Standing Committee</i>	means the Trustee-Members of the Council meeting together as provided for in these Articles
<i>Trustee-Members</i>	means the individual members for the time being of the Standing Committee of the Council (and "Trustee-Member" or "Trustee-Members" has a corresponding meaning), the Trustee-Members being also the members of the company for the purposes of the Companies Acts and shall include those persons who shall be the first subscribers to the Memorandum and Articles of the Council and those who succeed them in accordance with the provisions set out in the Articles

2.2 Words importing one gender shall include all genders, and the singular includes the plural and vice versa.

2.3 Unless the context otherwise requires words or expressions contained in the Articles have the same meaning as in the Companies Act 2006 including any statutory modification not in force when this constitution is binding on the Council.

2.4 Apart from the exception mentioned in the previous paragraph a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.

Liability of Trustee-Members

3.1 The liability of the Trustee-Members is limited.

3.2 Every Trustee-Member promises, if the Council is dissolved while he or she is a Trustee-Member or within twelve months after he or she ceases to be a Trustee-Member, to contribute such sum (not exceeding £10) as may be demanded of him or her towards the payment of the debts and liabilities of the Council incurred before he or she ceases to be a Trustee-Member, and of the costs charges and expenses of winding up, and the adjustment of the rights of the contributories among themselves.

Objects

4. The Council's objects ("the Objects") are specifically restricted to the following: to advance the Christian religion and in particular to promote the unity and purposes of the Churches of the Anglican Communion in mission, evangelism, ecumenical relations, communication, administration and finance

Powers

5. The Council has power to do anything which is calculated to further its Object(s) or is conducive or incidental to doing so. In particular, the Council has power:

5.1 To facilitate the co-operative work of the member Churches of the Anglican Communion in conjunction with the Archbishop of Canterbury, the Lambeth Conferences and the Meetings of the Primates of the Communion

5.2 To share information about developments in one or more provinces of the Anglican Communion with the other parts of the Communion and to serve as needed as an instrument of common action

5.3 To advise on inter-Anglican, provincial, and diocesan relationships, including the division of provinces, the formation of new provinces and of regional councils, and the problems of extra-provincial dioceses.

5.4 To develop as far as possible agreed Anglican policies in the world mission of the Church and to encourage national and regional Churches to engage together in developing and implementing such policies by sharing their resources of manpower, money, and experience to the best advantage of all.

5.5 To establish, authorize, sponsor, or otherwise endorse (as the case may require) such Commissions, Networks or similar bodies as shall advance the Council's Object

5.6 To keep before national and regional Churches the importance of the fullest possible Anglican collaboration with other Christian Churches;

5.7 To encourage and guide Anglican participation in the ecumenical movement and the ecumenical organisations, to co-operate with the World Council of Churches and the world confessional bodies on behalf of the Anglican Communion; and to make arrangements for the conduct of pan-Anglican conversations with the Roman Catholic Church, the Orthodox Churches and other Churches.

5.8 To advise on matters arising out of national or regional church union negotiations or conversations and on subsequent relations with united Churches.

5.9 To advise on problems of inter-Anglican communication and to help in the dissemination of Anglican and ecumenical information.

5.10 To keep in review the needs that may arise for further study, and where necessary, to promote inquiry and research.

5.11 To establish an emergency fund or funds for the support of clergy and lay church workers and their dependants in special need and for other purposes in any part of the world.

5.12 To assist the Inter-Anglican Finance and Administration Committee (as hereinafter defined), the Primates Meeting and the Lambeth Conference as and when required to do so.

5.13 To procure to be written in print, publish, issue and circulate gratuitously or otherwise any reports or periodicals, books, pamphlets, leaflets or other documents.

5.14 To receive and hold in custody, or cause to be held in custody, any records or legal or historical documents of any Member-Church.

5.15 To arrange and provide for or join in arranging and providing for the holding of exhibitions, meetings, lectures and classes.

5.16 To make rules and issue guidelines for the better conduct of its business and to repeal or amend the same from time to time.

5.17 To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and rights or privileges, and to construct maintain and alter buildings or erections and equip them for use;

5.18 To establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;

5.19 To raise funds, appeal for, obtain, collect, receive and hold money, funds and property, old and new, by way of contributions, donations, subscriptions, legacies, grants and any other lawful method and accept and receive gifts of property of any description (whether subject to any special trust or not). In doing so, the Council must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulations;

5.20 Subject to such consents as may be required by law to borrow or raise money on such terms and on such security as may be thought fit, and to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Council. In exercising this power, the Council must comply as appropriate with sections 36 and 37 of the Charities Act 1993, as amended by the Charities Act 2006;

5.21 To undertake and execute any charitable trusts which may lawfully be undertaken by the Council and to assist any charitable body or bodies financially or otherwise.

5.22 To invest the moneys of the Council not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided)

5.23 To draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts in the name of the Council;

5.24 To pay out of the funds of the Council the costs, charges and expenses of and incidental to the formation and registration of the Council;

5.25 To co-operate with other charities, voluntary bodies and statutory authorities in particular and to exchange information and advice with them

5.26 To set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;

5.27 To employ and remunerate such staff as are necessary for carrying out the work of the Council. The Council may employ or remunerate a Trustee-Member only to the extent it is permitted to do so by article 6 and provided it complies with the conditions in that article;

5.28 To:

5.28.1 deposit or invest funds;

5.28.2 employ a professional fund-manager; and

5.28.3 arrange for the investments or other property of the Council to be held in the name of a nominee;

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;

5.29 To provide indemnity insurance for the Trustee-Members in accordance with, and subject to the conditions in, section 73F of the Charities Act 1993;

5.30 To do all such other lawful things as are necessary for the achievement of the Object.

Application of Income and Property

6.1 The income and property of the Council shall be applied solely towards the promotion of the Objects

6.2. A Trustee-Member:

6.2.1 is entitled to be reimbursed from the property of the Council or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Council.

6.2.2 may benefit from trustee indemnity insurance cover purchased at the Council's expense in accordance with, and subject to the conditions in, section 73F of the Charities Act 1993.

6.2.3 may receive an indemnity from the Council in the circumstances specified in article 26.

6.3 None of the income or property of the Council may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any Trustee-Member of the Council.

6.4 No Trustee-Member or connected person may buy goods or services from the Council on terms preferential to those applicable to other members of the public, or sell goods or services to the Council or receive remuneration, or receive any other financial benefit from the Council.

6.5 In sub-clause 4 of this Article 6, sub-clause 3 of Article 10 and sub-clause 2 of Article 11 "connected person" means:

6.5.1 a child, parent, grandchild, grandparent, brother or sister of the Trustee-Member;

6.5.2 the spouse or civil partner of the Trustee-Member or of any person falling within paragraph 6.5.1 above;

6.5.3 a person carrying on business in partnership with the Trustee-Member or with any person falling within paragraph 6.5.1 or 6.5.2 above;

6.5.4 an institution which is controlled:

- by the Trustee-Member or any connected person falling within paragraph 6.5.1, 6.5.2, or 6.5.3 above; or
- by two or more such persons, when taken together

6.5.5 a body corporate in which –

- the Trustee-Member or any connected person falling within paragraphs 6.5.1 to 6.5.3 has a substantial interest; or
- two or more persons falling within the previous sub-paragraph who, when taken together, have a substantial interest.

6.6 Paragraphs 2 to 4 of Schedule 5 to the Charities Act 1993 apply for the purposes of interpreting the terms used in this sub-clause.

Structure of the Council

7.1 The Archbishop of Canterbury shall always be the President of the Council *ex officio*, and shall not be subject to retirement under the provisions of Articles 8 and 15 of these Articles. When present he shall inaugurate each meeting of the Council. He shall be *ex officio* a member of all its committees

7.2 The Member-Churches of the Council shall be those bodies listed in the Schedule to these Articles each of which shall be entitled to send the specified number of Members to the Plenary Sessions of the Council mentioned in Article 16 below; with the assent of two-thirds of the Primates of the Anglican Communion (which shall be deemed to have been received if not withheld in writing within four months from the date of notification) the Standing Committee may alter or add to the Schedule

7.3 There shall be a body of fifteen Trustee-Members (to be known as the Standing Committee) constituted as follows:

7.3.1 The President

7.3.2 The Chairperson

7.3.3 The Vice Chairperson

7.3.4 Five members of the body known as the Primates' Standing Committee appointed as they may decide from amongst themselves

7.3.5 Seven other Trustee-Members appointed by the Members from among themselves provided always that the Primates (being represented under category 7.3.4 above) shall not be entitled also to be appointed or to vote in such election by the other Members

7.4 The subscribers to the Memorandum are the first Trustee-Members of the Council and shall resign upon its initial registration with the Charity Commission.

7.5 The Trustee-Members shall constitute the membership body of the Council for the purposes of the Companies Acts and as Charity trustees they shall have responsibility for management of the Council's property and funds

8 Election, Removal and Retirement of Trustee-Members

8.1 In pursuance of the Council's Object, persons duly qualified by relevant skills and experience shall be elected as Chairperson and Vice-chairperson by the Members as a whole from amongst themselves in Plenary Session in accordance with these Articles, the Trustee-Members mentioned in Article 7.3.5 shall be elected by the Members other than the Primates listed in paragraph 6 of the Schedule to these Articles and the Trustee-Members mentioned in 7.3.4 shall be elected by the Primates in such manner as they shall think fit

8.2.1 In electing the Chairperson, Vice-chairperson and other Trustee-Members the Members and the Primates (as the case may be) shall have regard (particularly in the process of nomination) to the desirability of achieving (so far as practicable) appropriate regional diversity and a balance of representation between clergy and laity and between the genders.

8.2.2 Elections shall take place under the supervision of a presiding officer who shall be appointed by the Archbishop of Canterbury after consultation with the Secretary-General but who shall not be a Trustee-Member or Member.

8.2.3 Elections shall be conducted in accordance with directions given by the Trustee-Members in consultation with the President from time to time.

8.3 The Chairperson and Vice-Chairperson shall hold office from the end of the Plenary Session at which he or she was elected until the end of the next-but-one Plenary Session occurring in the ordinary cycle of such meetings (not including Plenary Sessions specially called)

8.4 The Trustee-Members appointed by the Primates shall hold office for so long as they shall remain members of the Primates' Standing Committee

8.5 The Trustee-Members other than the Trustees appointed *ex officio* as members of the Primates' Standing Committee shall hold office from the end of the Plenary Session at which they are elected until the end of the last ordinary Plenary Session which they would be entitled to attend as Members but subject to earlier termination in the event that such Trustee-Member shall for any reason cease to be a Member

8.6 Every member of the Standing Committee as a Trustee-Member shall sign a declaration of willingness to act as a charity Trustee-Member of the Council before he or she is eligible to vote at any meeting of the Standing Committee

8.7 A Trustee-Member's term of office automatically terminates if he or she:

8.7.1 is disqualified from acting as a Trustee-Member by virtue of the Acts or the Charities Act 1993 (or any statutory re-enactment or modification of that provision),

8.7.2 becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs, or

8.7.3 resigns his or her office by notice to the remaining Trustee-Members (but only if at least two Trustee-Members will remain in office when the notice of resignation is to take effect), or

8.7.4 is removed by resolution passed by at least two-thirds of the Trustee-Members present and voting at a general meeting (with the consent of the President) after the meeting has invited the views of the Trustee-Member concerned and considered the matter in the light of any such views

8.7.5 is absent without the permission of the Trustee-Members from two successive ordinary meetings and a majority of the Trustee-Members resolve that his or her office be vacated.

8.8 In the event of a casual vacancy occurring amongst the Trustee-Members:

8.8.1 the remaining Trustee-Members shall have power to fill the vacancy by the appointment of a suitably qualified Member (having in mind the Object of the Council and the importance of achieving appropriate regional diversity and the balance of representation between clergy and laity and between the genders);

8.8.2 such replacement Trustee-Member shall have full voting rights for the remainder of the term of service of the former Trustee-Member and

8.8.3 such replacement Trustee-Member shall, subject to his or her eligibility for continuing as a Member, be eligible for re-election as a Trustee-Member at the next Plenary Session

Conflicts of Interest

9 A Trustee-Member must declare the nature and extent of any interest, direct or indirect, which s/he has in a proposed transaction or arrangement with the Council or in any transaction or arrangement entered into by the Council which has not previously been declared. A Trustee-Member must absent himself or herself from any discussions of the Trustee-Member in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Council and any personal interest (including but not limited to any personal financial interest).

10.1 A Trustee-Member must declare the nature and extent of any interest, direct or indirect, which s/he has in a proposed transaction or arrangement with the Council or in any transaction or arrangement entered into by the Council which has not previously been declared. A Trustee-Member must absent himself or herself from any discussions of the Standing Committee in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Council and any personal interest (including but not limited to any personal financial interest).

10.2. If a conflict of interest arises for a Trustee-Member because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the Articles, the unconflicted Trustee-Members may authorise such a conflict of interest where the following conditions apply:

10.2.1 the conflicted Trustee-Member is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person

10.2.2 the conflicted Trustee-Member does not vote on any such matter and is not to be counted when considering whether a quorum of Trustee-Members is present at the meeting and

10.2.3 the unconflicted Trustee-Members consider it is in the interests of the Council to authorise the conflict of interest in the circumstances applying.

10.3 In this Article a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a Trustee-Member or to a connected person.

11.1 Subject to Article 11.2, all acts done by a meeting of Trustee-Members, or of a committee of Trustee-Members, shall be valid notwithstanding the participation in any vote of a Trustee-Member:

11.1.1 who was disqualified from holding office;

11.1.2 who had previously retired or who had been obliged by the constitution to vacate office;

11.1.3 who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;

if without:

11.1.4 the vote of that Trustee-Member; and

11.1.5 that Trustee-Member being counted in the quorum;

the decision has been made by a majority of the Trustee-Members at a quorate meeting.

11.2 Article 11.1 does not permit a Trustee-Member or a connected person to keep any benefit that may be conferred upon him or her by a resolution of the Trustee-Members or of a committee of Trustee-Members if, but for Article 11.1, the resolution would have been void, or if the Trustee-Member has not complied with Article 10.1.

Standing Committee Meetings

12.1 The Standing Committee shall hold an annual general meeting each year (its first being within eighteen months after the date of its incorporation), at such time and place as it shall appoint and shall specify the annual general meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one annual general meeting and that of the next

12.2 The Chairperson may and on the request of five members of the Standing Committee shall summon a special meeting of the Standing Committee.

12.3 Subject to the provisions of the Act, the Trustee-Members may regulate their meetings as they think fit and the quorum for the transaction of business shall be eight members unless in exceptional circumstances the Chairperson with the agreement of the President shall direct otherwise.

12.4 Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes, the Chairperson shall have a second or casting vote.

12.5 The Trustee-Members may delegate any of their powers to committees as they shall think fit and any committee so formed shall, in the execution of the powers so delegated, conform to any requirements imposed on it by the Trustee-Members

12.6 The Trustee-Members shall request relevant Commissions and Networks or similar bodies to provide reports of their activities during the period under review for consideration at any meeting

Notice of Standing Committee Meetings

13.1 Subject to any other direction of the Chairperson as to shorter notice, an annual general meeting of the Trustee-Members shall be called by at least forty-two clear days' notice. All other general meetings shall be called by at least twenty-eight clear days' notice but may be called by shorter notice if it is so agreed

13.2 The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such.

13.3 The notice shall be given to all the Trustee-Members and to the auditors

13.4 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

Inter-Anglican Finance and Administration Committee

14.1 The Trustee-Members shall appoint a committee, to be called the "Inter-Anglican Finance and Administration Committee", which shall be responsible for co-ordinating the finances required by the Council, the Primates' Meeting and the Lambeth Conference

14.2 The membership of the Inter-Anglican Finance and Administration Committee shall consist of two members appointed from amongst themselves by the Primates serving as Trustee-Members, and three Trustee-Members (who shall not be Primates) elected by the other Trustee-Members with the Chairperson of the Council being always a member *ex officio*

14.3 Subject to the following provisions of this Article, the Inter-Anglican Finance and Administration Committee shall establish its own procedures and shall appoint from its own membership its chairperson and vice-chairperson; and it may in its discretion appoint not more than two consultants to the Inter-Anglican Finance Committee being persons who in its opinion are qualified through particular knowledge or experience and who shall be entitled to speak but not to vote in its deliberations but who need not be drawn from amongst the Members of the Council and who shall serve for such period (terminating not later than the end of the next succeeding Plenary Session of the Council unless renewed) as the Inter-Anglican Finance and Administration Committee shall think fit but who shall not be entitled through membership of the Inter-Anglican Finance Committee to be deemed to be Members of the Council or of the Standing Committee .

14.4 The Secretary General shall have the right to speak (but not to vote) at meetings of the Inter Anglican Finance and Administration Committee, and to receive its agenda, reports and minutes.

14.5 Membership of the Inter-Anglican Finance Committee appointed by the Trustee-Members (other than the Primates) shall continue until the end of the last ordinary Plenary

Session which those elected would be entitled to attend but subject to earlier termination in the event that such elected member shall for any reason cease to be a Member. Subject to Article 8.4 members of the Inter-Anglican Finance Committee who are Primates shall serve for so long as long as the Primates serving as Trustee-Members shall determine.

14.6 The chairperson of the Inter Anglican Finance and Administration Committee may invite such other persons to participate in its proceedings (but not to vote) as he or she thinks fit.

Appointment and Retirement of Members

15.1 Members shall be appointed as provincial, national or regional electoral machinery provides but each of the appointing bodies shall have regard to the desirability of ensuring that any Member appointed to represent it at Plenary Sessions of the Council shall be a member of its own representative structures and that such person shall be given appropriate opportunity to report the proceedings of the Council to its own decision-making bodies and to convey the views of such decision-making bodies to the Council.

15.2 The term of office for ordinary Members shall be either:

15.2:1 six years calculated from a Member's first attendance at a Plenary Session of the Council or

15.2:2 three successive Plenary Sessions of the Council

whichever period shall terminate the later or,

15.2:3 such shorter period as the appointing body shall determine

15.3. Primates and other clerical Members shall cease to be Members on retirement from relevant ecclesiastical office

15.4 On termination of his or her period of office, no Member shall be eligible for re-appointment nor shall he or she be appointed a deputy or alternate Member until a period of three years or one ordinary meeting of the Council in Plenary Session (whichever shall be the longer period) has elapsed from the date when such original involvement with the Council ceased

15.5 Any appointing body as set out in the Schedule of Member-Churches shall have power at any time and from time to time to appoint any qualified person to be a Member to fill a casual vacancy to hold office for the unexpired term specified in Article 15.2

15.6 Deputy or alternate Members may be appointed (and such appointment revoked) by the relevant appointing body, and such deputy or alternate Members shall be invited to attend a meeting if the ordinary Member is unable to be present for a Plenary Session of the Council; a deputy or alternate Member may be re-appointed as a deputy or alternate Member, or may be appointed as an ordinary Member, unless he or she has already replaced a Member at two Plenary Sessions of the Council.

15.7 Additional Members and those serving as Extended Members may be appointed as provided in Paragraphs 4 and 5 of the Schedule and the Primates mentioned in paragraph 6 of the Schedule to these Articles shall be Members *ex officio*

15.8 Any appointing body shall upon making such appointment notify the name of the person so appointed and all relevant contact information relating to such person to the Secretary General.

Plenary Sessions of the Council

16.1 In addition to the general meetings and annual general meetings of the Trustee-Members, the Members shall meet in Plenary Session of the Council at intervals of approximately two or three years (or otherwise as determined by the Trustee-Members with the consent of the President from time to time) to promote the unity of the Anglican Communion and to consider, in that context, such matters as are pertinent to the Object of the Council

16.2 As far as possible, the Plenary Sessions of the Council shall take place in different parts of the world on each successive occasion

16.3 All Plenary Sessions of the Council shall be called at a minimum of six months notice in writing specifying the date, the place and the general nature of the business to be transacted at such Sessions

16.4 Subject to any contrary direction by the Chairperson with the consent of the President, no business shall be transacted at any Plenary Sessions of the Council unless a quorum of Members is present at the time when the meeting proceeds to business; the quorum shall consist of the personal attendance of at least one Member appointed by each of a majority of the bodies listed in clauses 1, 2, and 3 of the Schedule of Member-Churches

16.5 Conduct of business at any Plenary Session of the Council shall be regulated by Procedural Rules or Guidelines adopted from time to time by the Trustee-Members and in so far as any procedural matter shall arise which shall not be dealt with in the procedural rules currently in force the Chairperson shall have power to determine such matter conclusively after such consultation as he or she shall think fit

Secretary General

17.1 The Standing Committee, with the consent of the President, shall appoint the Secretary-General of the Anglican Communion for such term, at such remuneration and upon such conditions as they may think fit; and any Secretary-General so appointed may be removed by them.

17.2 Subject to the provisions of the Companies Act, the Secretary-General shall be the secretary of the company.

17.3 The Secretary-General shall be available to serve as Secretary, as the President shall require, at meetings of the Primates and the Lambeth Conference.

17.4 The Secretary-General not being a member of the Council shall nevertheless be entitled to attend all meetings of the Council and its Standing Committee unless otherwise directed by the Standing Committee

Staff

18 The Secretary General shall appoint staff in accordance with directions given in relation to employment matters from time to time by the Standing Committee but shall appoint designated senior staff only with the express written consent of the Chairperson.

Minutes

- 19 The Standing Committee shall keep minutes in books kept for the purpose:
- 19.1 of all appointments of officers to serve the Council; and
- 19.2 of all proceedings at meetings of the Standing Committee and of its committees including the names of the members of the Standing Committee present at each such meeting, the decisions made at such a meeting and (where appropriate) the reasons for them; and
- 19.3 of all proceedings at Plenary Sessions of the Members and ensuring that so far as practicable an appropriate report is made available as soon as practicable after the end of each Plenary Session

Advisers

- 20 The Standing Committee, or the Members meeting in Plenary Session may invite advisers, whether Anglicans or others, to be present at their meetings, but not to vote.

The Seal

- 21 The seal shall be used only by the authority of the Standing Committee or of a committee duly authorised by the Standing Committee. The Standing Committee may determine who shall sign any instrument to which the seal is to be affixed and unless otherwise so determined it shall be signed by a Trustee-Member and by the Secretary or by a second Trustee-Member.

Finance and Accounts

- 22.1 Accounts shall be prepared in accordance with the provisions of the Acts, such accounts being prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and to adhere to the recommendations of applicable Statements of Recommended Practice .
- 22.2 The Secretary General shall be responsible to the Council for :
- 22.2.1 overseeing its financial affairs and the affairs of the Inter-Anglican Administration and Finance Committee; and
- 22.2.2 ensuring that proper books of account are kept with respect to:
- 22.2.2.1 All sums of money received and expended by the Council and the matters in respect of which the receipt and expenditure took place; and
- 22.2.2.2 The assets and liabilities of the Council; and
- 22.2.3 presenting the Council's audited accounts for the intervening period at each Plenary Session of the Members
- 22.3 The audited annual income and expenditure accounts, balance sheets and reports, shall

22.3.1 in each case include full financial reports on the Inter-Anglican Finance and Administration Committee, the Primates' Meeting and where necessary the Lambeth Conference; and

22.3.2 be copied after consideration by the Inter Anglican Finance and Administration Committee and adoption by the Trustee-Members at each Annual Meeting (with a record of the Standing Committee's meeting) to the Members.

22.4 The Standing Committee shall be responsible for the annual Inter-Anglican budget, and shall keep the Council and the Member-Churches informed about each year's budget and about the forecast for each of the succeeding three years.

22.5 In the light of such draft budgets the Standing Committee shall determine the level of expenditure and the income required to meet its purposes.

22.6 Contributions by the Member-Churches to the Inter-Anglican budget shall be apportioned among the bodies listed in clauses (1) to (3) inclusive of the Schedule

Annual Report and Accounts

23 The Standing Committee shall comply with the obligations contained in the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and accounts and its transmission to the Charity Commissioners for England and Wales.

Annual Return

24 The Standing Committee shall comply with the obligations contained in the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Charity Commissioners for England and Wales.

Notices

25.1 Notices under these Articles may be sent by hand, or by post or by suitable electronic means or (where applicable to members generally) may be published in any suitable journal or newspaper or any newsletter distributed by the Council.

25.2 The only address at which a member is entitled to receive notices is the address shown in the register of members

25.3 Save as otherwise provided in these Articles any notice given in accordance with these Articles is to be treated for all purposes as having been received

25.3:1 24 hours after being sent by electronic means or delivered by hand to the relevant address

25.3:2 7 clear days after being sent by first class post to that address

25.3:3 on the date of publication of a newspaper containing the notice

25.3:4 on being handed to the member personally

25.3:5 or, if earlier, as soon as the member acknowledges actual receipt

25.4 A technical defect in the giving of notice of which the Standing Committee is unaware at the time does not invalidate decisions taken at any meeting of the Council

Indemnity

26 Subject to the provisions of the Act every Trustee-Member (including former Trustee-Members) or officer or auditor of the Council shall be indemnified out of the assets of the Council against any liability incurred by him or her in that capacity in successfully defending any proceedings, whether civil or criminal, or in connection with any application in which relief is granted to him or her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Council.

Rules

27.1 The Standing Committee with the consent of the President may from time to time establish and amend such rules and guidelines as they may deem necessary or expedient or convenient for the proper conduct and management of the Council and in particular but without prejudice to the generality of the foregoing, such rules may regulate:

27.1:1 the setting aside of the whole or any part or parts of the Council's premises at any particular time or times or for any particular purpose or purposes;

27.1:2 the procedure at general meetings and meetings of the Standing Committee and any other committees of the Trustee-Members in so far as such procedure is not regulated by the Articles;

27.1:3 generally, all such matters as are commonly the subject matter of company rules.

27.2 The Members in Plenary Session shall have power with the consent of the President to alter, add to or repeal such rules and guidelines and the Standing Committee shall adopt such means as they think sufficient to bring all such rules to the notice of all persons affected by them, provided that no rule or guideline shall be inconsistent with, or shall repeal anything contained in, the Memorandum or the Articles.

27.3. After initial registration with the Charity Commission amendments to these Articles shall be made only after being presented to and approved by a majority of not less than two-thirds of the Members present and voting at a Plenary Session of the Council

Dissolution

28 If the Council is wound up or dissolved, the assets (if any) remaining after provision has been made for all its liabilities shall be applied, subject to the consent of the Archbishop of Canterbury as President, in one or more of the following ways:

28.1 by transfer to one or more other bodies established for exclusively charitable purposes with objects which are the same or similar to the Object; and

28.2 directly for the Object or charitable purposes within or similar to the Object; and

28.3 in such other manner consistent with charitable status as the Charity Commission approve in writing in advance

29 In no circumstances shall the net assets of the Council be paid to or distributed among the Trustee-Members or the Members of the Council (except to a Trustee-Member or a Member that is a trustee of a recipient charity identified in accordance with the process set out in this Article)

The Schedule

The Member-Churches of the Council, and the entitlement of each to appoint Members for the purposes of the Memorandum and Articles shall be as follows:-

1 Three from each of the following, consisting of one bishop plus one priest or deacon plus one lay person:

- The Anglican Church of Australia
- The Anglican Church of Canada
- The Church of England
- The Church of Nigeria (Anglican Communion)
- The Church the Province of Rwanda
- The Anglican Church of Southern Africa
- The Church of South India
- The Anglican Church of Tanzania
- The Church of the Province of Uganda
- The Episcopal Church

2 Two from each of the following, consisting of one bishop or one priest or deacon plus one lay person :

- The Anglican Church in Aotearoa, New Zealand and Polynesia
- The Church of the Province of Central Africa
- The Province of the Anglican Church of Congo
- The Church of the Province of the Indian Ocean
- The Church of Ireland
- The Anglican Church of Kenya
- The Church of North India
- The Church of Pakistan
- The Episcopal Church of the Sudan
- The Church in Wales
- The Church in the Province of the West Indies

3 One person (preferably lay) from each of the following:

- The Church of Bangladesh
- The Episcopal Anglican Church of Brasil
- The Church of the Province of Burundi
- Anglican Church of the Central America Region
- Hong Kong Sheng Kung Hui
- Nippon Sei Ko Kai (The Anglican Communion in Japan)
- The Episcopal Church in Jerusalem and the Middle East
- The Anglican Church in Korea

The Church of the Province of Melanesia
The Anglican Church of Mexico
The Church of the Province of Myanmar
The Anglican Church of Papua New Guinea
The Episcopal Church in the Philippines
The Anglican Church of the Southern Cone of America
The Scottish Episcopal Church
The Church of the Province of South East Asia
The Church of the Province of West Africa

4 Additional Members:

4.1 The Standing Committee may appoint up to six additional Members in order to achieve balanced representation and to assist the work of the Council in achieving its Object

4.2 In the event of any casual vacancy occurring amongst these additional Members the Trustee-Members shall have power to appoint a Member in substitution for such Member to hold office until the conclusion of the next Plenary Session of the Council. Any Member appointed in this manner by the Trustee-Members shall be eligible for election by the Members in Plenary Session under paragraph (4.1) above

5 Extended Membership

When the appointment of a Member as Chairperson or Vice-chairperson shall extend beyond the date at which his or her involvement with the Council would otherwise ordinarily expire, from the time of such expiry:

5.1 the body which made his or her appointment as a Member shall be entitled to appoint a new Member; and

5.2 the Chairperson and / or Vice-chairperson (as the case may be) shall become an additional Member until the completion of his or her term of office

6 Ex Officio Members

Five members of the body known as the Standing Committee of the Primates of the Anglican Communion appointed as they shall decide from amongst themselves and in each case to serve for so long as they shall remain members of the Standing Committee