

**MEMORANDUM AND
ARTICLES OF ASSOCIATION
FOR THE
CHURCHES VISITOR AND TOURISM
ASSOCIATION**

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**The Companies Acts 1985 and 1989
Company limited by Guarantee
and not having a Share Capital**

**Memorandum of Association of the Churches Visitor and Tourism
Association**

1. The Company's name is the Churches Visitor and Tourism Association (and in this document it is called "the Charity").
2. The Charity's Registered Office is to be situated in England and Wales.
3. The Charity's Objects ("the Objects") are:-
 - a) to promote among churches and others the need to welcome visitors and tourists;
 - b) to educate churches and others about the benefits to individuals and communities which can arise from such a welcome;

4. In furtherance of the Objects but not otherwise the Charity, may exercise the following powers :-
- i) 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 Charity;
 - ii) to raise funds and to invite and receive contributions: provided that in raising funds the Charity shall not undertake any substantial permanent trading activities and shall conform to any relevant Statutory Regulations;
 - iii) subject to Clause 5 below, to employ such staff, who shall not be Directors of the Charity (hereinafter referred to as "the Trustees"), as are necessary for the proper pursuit of the Objects and to make all reasonable and necessary provision for the payment of pensions and superannuation to staff and their dependants;
 - iv) to establish or support any charitable trusts, associations or institutions formed for all or any of the Objects;
 - v) to co-operate with other charities, voluntary bodies and Statutory authorities operating in furtherance of the Objects or similar charitable purposes and to exchange information and advice with them;

- vi) to pay out of the funds of the Charity the costs, charges and expenses of and incidental to the formation and Registration of the Charity;
 - vii) to do all such other lawful things as are necessary for the achievement of the Objects.
5. The income and property of the Charity shall be applied solely towards the promotion of the Objects and no part shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to members of the Charity and no trustee shall be appointed to any office of the Charity paid by salary or fees or receive any remuneration or other benefit in money or monies worth from the Charity: provided that nothing in this document shall prevent any payment in good faith by the Charity :-
- i) of reasonable and proper remuneration for any services rendered to the Charity by any member, officer or servant of the Charity who is not a trustee;
 - ii) of interest on money lent by any member of the Charity or trustee at a reasonable and proper rate per annum not exceeding 2% less than the published rate Base Lending Rate of the clearing bank to that selected by the trustees;

- iii) of fees, remuneration or other benefit in money or monies worth to any company of which a trustee may also be a member holding not more than one one-hundredth part of the issued capital of that company;
 - iv) of reasonable and proper rent for premises, demise or let by any member of the company or a trustee;
 - v) to any trustee of reasonable out-of-pocket expenses.
6. The liability of the members is limited.
7. Every member of the Charity undertakes to contribute such amount as may be required (not exceeding £1) to the capital of Charity's assets if it should be wound up while he or she is a member or within one year after he or she ceases to be a member, for payment of the Charity's debts and liabilities contracted before he or she ceases to be a member, and of the cost, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.
8. The Charity is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property it shall not be paid to or distributed among the members of the Charity but shall be given or transferred to some other charity or charities having

Objects similar to the Objects which prohibits the distribution of it or their income and property to an extent at least as great as imposed on the Charity by Clause 5 above, chosen by the members of the Charity at or before the time of dissolution and if that cannot be done then to some other charitable object.

The Companies Act 1985 and 1989

Company limited by guarantee and not having a share capital.

**Articles of Association of the Churches Visitor and Tourism
Association, formerly known as the Churches Tourism Association**

Interpretation

1. In these Articles, “the Charity” means the company intended to be regulated by these Articles;

“the Act” means the Companies Act 1985 including any Statutory modifications or re-enactment thereof for the time being in force;

“the Articles” means these Articles of Association of the Charity;

“clear days” on relation to the Period of Notice means the period excluding the day when the Notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

“Executed” includes any mode of execution;

“Memorandum” means a Memorandum of Association of the Charity;

“Office” means the Registered Office of the Charity;

“the Seal” means the Common Seal of the Charity, if it has one;

“Secretary” means the Secretary of the Charity or any other person appointed to perform the duties of the Secretary of the Charity including a joint, assistant or deputy secretary;

“the Trustees” means the directors of the Charity (and “trustee” as a corresponding meaning);

“the United Kingdom” means Great Britain and Northern Ireland, the Channel Islands and the Isle of Man;

and words importing the masculine gender only shall include the feminine.

Subject to the aforesaid, words or expressions contained in these Articles shall, unless the context requires otherwise, bear the same meaning as in the Act.

Members

2. i) Subscribers to the Memorandum and such other persons or organisations as are admitted to membership in accordance with the rules made under Article 61 shall be members of the Charity. No person shall be admitted a member of the Charity unless application for membership is approved by the trustees.

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- ii) Unless the trustees or the Charity in General Meeting shall make up a provision under Article 60, the trustees may in their absolute discretion permit any member of the Charity to retire, provided that after such retirement the number of members is not less than ten.

General Meetings

3. The Charity shall hold an Annual General Meeting each year in addition to any other meetings in that year, and shall specify the Meeting as such in the Notices calling it; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Charity and that of the next: Provided that so long as the Charity hold its First General Meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The Annual General Meeting shall be held at such times and places as the trustees shall appoint. All general meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
4. The trustees may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene an Extraordinary General Meeting for a date of not later than eight weeks after receipt of the requisition. If there are not in the United Kingdom sufficient trustees to call a general meeting, any trustee or any member of the Charity with advocacy may call a general meeting.

Notice of General Meetings

5. An Annual General Meeting and an Extraordinary General Meeting called for the passing of a Special Resolution appointing a person as a trustee shall be called by at least twenty-one clear days notice. All other Extraordinary General Meetings shall be called by at least fourteen clear days notice but a general meeting may be called by a shorter notice if it is so agreed:

- i) in the case of an Annual General Meeting, by all the members entitled to attend and vote; and
- ii) in the case of any other meeting, by two-thirds in number of members having a right to attend and vote.

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, the case of an Annual General Meeting, shall specify the meeting as such.

The notice shall be given to all members and to the Trustees and auditors.

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

Proceedings at General Meetings

7. No business shall be transacted at any meeting unless a quorum is present. One-third of the persons entitled to vote upon the business to be transacted, each being a member or a duly authorised representative of a member organisation, shall constitute a quorum.
8. If a quorum is not present within half-an-hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the trustees may determine.
9. The chairman of the trustees, or in his absence some other trustee nominated by the trustees, shall preside as chairman of the meeting, but if neither the chairman nor such other trustee (if any) be present within fifteen minutes of the time appointed for holding the meeting and willing to act, the trustees present shall elect one of their number to be chairman and, if there is only one trustee present and willing to act, he shall be chairman.
10. If no trustee is willing to act as chairman, or if no trustee is present within fifteen minutes after the time appointed for holding the meeting the members present and entitled to vote shall choose one of their number to be chairman.

11. A trustee shall notwithstanding that he is not a member be entitled to attend and speak at any general meeting.
12. The chairman may with the consent of a meeting at which a quorum is present (and shall is so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. Any meeting that is adjourned for fourteen days or more, at least seven clear days notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted otherwise it shall not be necessary to give any such notice.
13. A resolution put to the vote of a meeting shall be decided on the show of hands unless before, or on the declaration of the result of, the show of hands are polled as duly demanded. Subject to the provisions of the Act, a poll may be demanded :-
 - i) by the chairman; or
 - ii) by at least two members having the right to vote at the meeting;
or
 - iii) by a member or members representing not less than one-tenth of the total voting rights of all members having the right to vote at the meeting.

14. Unless a poll is duly demanded at declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
15. The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the chairman. The draw of the demand for a poll shall not invalidate the result of a show of hands declared before the demand of the poll is made. A poll shall be taken as the chairman directs and he may appoint scrutineers, (who need not be members) and fix a time and place for declaring result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
16. In the case of inequality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have.
17. A poll demanded on the election of a chairman or on a question of a chairman shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the chairman directs.

18. No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases the seven clear days notice shall be given specifying the time and place for which the poll is to be taken.

Votes of Members

19. Subject to Article 16, every member shall have one vote.
20. No member shall be entitled to vote at any general meeting unless all monies then payable by him to the Charity have been paid.
21. No objection shall be raised for the qualification of any voter except at a meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall revert to the chairman and his decision shall be final.
22. A vote given or poll demanded by the duly authorised representative of a member organisation shall be valid notwithstanding the previous determination or authority of the person voting or demanding a poll unless notice of the termination precedes by the Charity at the office before the commencement of the meeting or adjourned meeting at which the vote given or the poll demanded or (in the case of a poll taken otherwise that on the same day as the meeting or adjourned meeting) a time appointed for taking the poll.

23. Any organisation which is a member of the Charity may be by resolution of its council or other governing body authorise such persons as it thinks fit to act as its representative at any meeting of the Charity, and the person so authorised shall be entitled to exercise the same powers on behalf of the organisation of which he represents as the organisation could exercise if it were an individual member of the Charity.

The Trustees

24. The number of trustees shall not less than five and shall not be any more than fifteen.
25. The first trustees shall be those persons named in the Statement delivered pursuant to Section 10 (2) of the Act, who shall be deemed to have been appointed under the Articles. Further trustees shall be appointed as provided subsequently in the Articles.

The Powers of Trustees

26. Subject to the provision of the Act, the Memorandum and Articles lend to any directions given by a special resolution, the business of the Charity shall be managed by the trustees whom exercise all the powers of the Charity.

27. No alteration of the Memorandum or the Articles and no such direction shall invalidate, dilate any power act of the trustees which would have been valid if that alteration had not been given. The powers given by this Article shall not be limited by any special power given to the trustees by the Articles at the meeting of trustees at which a quorum is present to exercise all the powers exercisable by the trustees.
28. In addition to all powers hereby expressed and conferred upon them and without detracting from the generality of their powers under the Articles the trustees shall have the following powers, namely :-
- i) to expend the funds of the Charity in such manner as they shall consider most beneficial for the achievement of the Objects and to invest in the name of the Charity such part of the funds as they may see fit and to direct the sale or transfer position of any such investments and expend the proceeds of any such sale in furtherance of the Objects of the Charity;
 - ii) to enter into contracts on behalf of the Charity.

Appointment and Retirement of Trustees

29. At the First Annual General Meeting all the trustees shall retire from office, and at every subsequent Annual General Meeting one-third of the trustees who are subject to retirement by rotation, if the numbers

are not three or a multiple of three the number nearest to one-third shall retire from office; but, if there is only one trustee subject to retirement by rotation, he shall retire.

30. Subject to the provisions of the Act, the trustees to retire by rotation shall be those who have been longest in office since the last appointment or re-appointment, but as between persons who became or were last re-appointed trustees on the same day those to retire shall, unless they otherwise agree among themselves, be determined by lot.
31. If the Charity at the meeting at which the trustee retire by rotation, does not fill the vacancy the retiring trustee shall, if he is willing to act, be deemed to have been re-appointed unless at the meeting it has been resolved not to fill the vacancy or unless a resolution for the re-appointment of a trustee is put to the meeting and lost.
32. No person other than a trustee retiring by rotation shall be appointed or re-appointed a trustee at a general meetings unless :-
 - i) he is recommended by the trustees; or
 - ii) not less than fourteen or more than thirty-five clear days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been to the Charity of the intention to propose that person for appointment

or re-appointment stating the particulars which would, if he was so appointed or re-appointed, were required to be included in the Charity's Register of Trustees together with a notice executed by that person of his willingness to be appointed or re-appointed.

33. No person may be appointed as a trustee :-
- i) if they are under the age of eighteen years ; or
 - ii) in circumstances such that, had he already been a trustee, he would have been disqualified from acting under the provisions of Article 38.
34. Not less than seven nor more than twenty-eight clear days before the date appointed for holding a general meeting notice to be given to all persons who are entitled to receive notice of a meeting of any person (other than a trustee retiring by rotation of the meeting) who is recommended by the trustees for appointment or re-appointment of the trustee at the meeting or in respect of whom notice has duly been given to the charity of the intention to propose them at the meeting for appointment or re-appointment as a trustee. The notice shall give the particulars of that person which would, if he was so appointed or re-appointed, be required to be included in the Charity Register of Trustees.

35. Subject of the aforesaid, the Charity may by orderly resolution appoint a person who is willing to act to be a trustee either to fill a vacancy or as a new trustee and may also determine the rotation in which any additional trustee would like to retire.
36. The trustees may appoint a person who is willing to act to be a trustee either to fill a vacancy or as an additional trustee provided their appointment does not cause the number of trustees to exceed any number of fixed by or in accordance with the Articles as the maximum number of trustees. A trustee so appointed shall hold office only until the next following Annual General Meeting and shall not be taken into account in determining the trustees who are to retire by rotation at the meeting. If not re-appointed at such Annual General Meeting, he shall vacate office at the conclusion thereof.
37. Subject to the aforesaid, a trustee who retires at an Annual General Meeting may, if willing to act, be re-appointed.

Disqualification of Trustees

38. A trustee shall cease to hold office if he :-
- i) ceases to be a trustee by virtue of any provision in the Act; or is disqualified from acting as a trustee by virtue of Section 72 of the Charities Act 1993, (with the Statutory re-inactment or modification of that provision);

- ii) becomes incapable by reason of mental disorder, illness or injury of managing and administrating his own affairs;
- iii) resigns his office by notice to the Charity, (but only if at least five trustees remain in office when the notice of resignation is to take effect); or
- iv) 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 office be vacated.

Trustees Expenses

39. The trustees may be paid all reasonable amounts of out of pocket expenses incurred by them in connection with their attendance at meetings of trustees or general meetings or otherwise in connection with the discharge of their duties, but shall otherwise be paid no remuneration.

Trustees Appointments

40. Subject to the provisions of the Act under Clause 5 under the Memorandum, the trustees may appoint one or more of their number to be the unremunerated office of managing director or to any other unremunerated executive office under the Charity. Any such appointment may only be made upon such terms as the trustees may

determine. Any appointment of a trustee to an executive office shall terminate if he ceases to be a trustee. A managing director or trustee holding any other executive office shall not be subject to retirement by rotation.

41. Except to the extent permitted by Clause 5 of the Memorandum, no trustee shall take or hold any interest in property belonging to the Charity or receive remuneration or be interested otherwise than as a trustee in any other contract to which the Charity is a party.

Proceedings of Trustees

42. Subject to the proceedings of the Articles, the trustees may regulate their proceedings as they think fit. A trustee may and a secretary at the request of a trustee shall call a meeting of the trustees. It shall not be necessary to give notice of a meeting to a trustee who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall have a second or casting vote.
43. The quorum for the transaction of the business of the trustees shall not be less than one-third of their number or two trustees, whichever is the greater.

44. The trustees may act notwithstanding any vacancies in their number, but, if the number of trustees is less than the number fixed as the quorum, the continuing trustees or trustee may act only for the purpose of filling vacancies or of calling a general meeting.
45. The trustees shall appoint one of their number to be the chairman of the Charity and to chair their meetings, annually following the Annual General Meeting of members, and may at any time remove him from that office given a majority of two-thirds of the trustees. Unless he is unwilling to do so, the trustee so appointed shall preside at every meeting of the trustees at which he is present. But if there is no trustee holding that office, or if the trustee holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the trustees may present may appoint one of their number to be chairman of the meeting.
46. The trustees may appoint one or more sub-committees consisting of three or more trustees for the purpose of making any enquiry or supervising or forming any functional duty which in the opinion of the trustees would be more conveniently undertaken or carried out by a sub-committee. Other members and other persons having duly agreed skills may also be members of such sub-committees as long as in number they do not exceed the number of trustees. All acts and proceedings of any such sub-committees shall be fully and promptly reported to the trustees.

47. All acts done by a meeting of trustees, or of a committee of trustees, shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any trustee or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed or was qualified and had continued to be a trustee and had been entitled to vote.
48. A resolution in writing, signed by all the trustees entitled to receive a notice of meeting of trustees or of a committee of trustees, shall be as valid and effective as if it had been passed at a meeting of trustees or (as the case may be) a committee of trustees duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the trustees.
49. Any bank account in which any part of the assets of the Charity is deposited shall be operated by the trustees and shall indicate the name of the Charity. All cheques and orders for the payment of money from such account shall be signed in accordance with any mandate passed by the trustees.

Secretary

50. Subject to the provisions of the Act, the secretary shall be appointed by the trustees for such term, at such remuneration (if not a trustee) and upon appoint such conditions as they may think fit; and any secretary so appointed may be removed by them.

Minutes

51. The trustees shall keep Minutes in books kept for the purpose :-
- i) of all appointments of officers made by the trustees; and
 - ii) of all proceedings and meetings of the Charity and of the trustees and committees of trustees including the names of the trustees present at each meeting.

The Seal

52. The Seal shall be used by the authority of the trustees or of a committee of trustees authorised by the trustees. Trustees may determine who shall sign any instrument to which the Seal is fixed or unless otherwise so determined it shall be signed by a trustee and by the secretary, or by a second trustee.

Accounts

53. Accounts shall be prepared in accordance with the provisions of Part 7 of the Act.

Annual Report

54. The trustees shall comply with their obligations of the Charity Act of 1992 (or any such re-enactment or modification of that Act) with the regard of provision of an Annual Report for transmission to Commissioners. Such Annual Report shall be presented to the Annual General Meeting of members to be agreed before such transmission.

Annual Return

55. The trustees shall comply with their obligations under the Charities Act 1992 (or any such re-enactment or modification of that Act) with regard to the preparation of annual returns for transmission to the Commissioners.

Notices

56. Any notice to be given to or by any person pursuant of the Articles shall be in writing.
57. The Charity may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or leaving it at an address.

58. A member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and, when necessary, of the purposes for which it was called.
59. The non-receipt of a duly sent notice shall not be held as proof that it had not been sent, and will not invalidate any of the proceedings under the Articles.

Rules

60. The Charity and general meeting shall have power to alter, add or to repeal the rules and the trustees shall adopt such things as they think sufficient to bring to the notice of the members of the Charity all such rules or bye laws, which shall be binding on all members of the Charity. Provided that no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or Articles.
61. Any alteration to the Memorandum or Articles shall require a majority of 75% of the members entitled to vote at a duly convened Annual General Meeting.