

THE COMPANIES ACTS 1985 and 1989

COMPANY LIMITED BY GUARANTEE AND NOT HAVING
A SHARE CAPITAL

**ARTICLES OF ASSOCIATION
OF
CATHOLIC CARING SERVICES LTD.**

1. DEFINITIONS AND INTERPRETATION

In these Articles the words in the first column of the Table below shall bear the meaning opposite them in the second column unless they are out of context:

WORDS	MEANINGS
the Act	The Companies Act 1985 including any statutory alteration or re-enactment thereof;
Address	postal address or, for purposes of electronic communication, a fax number, an e-mail address or text message number in each case registered with the Charity;
The Charity	the company intended to be regulated by these Articles
the Memorandum	The Memorandum of Association of the Charity;
the Directors	The directors of the Charity. The directors are charity trustees as defined by Section 97 of the Charities Act 1993;
the secretary	Any person appointed to perform the duties of the secretary of the Charity.
officers	the Directors and the secretary

the office	the registered office of the Charity
the United Kingdom	Great Britain and Northern Ireland.
the seal	means the common seal of the Charity
Month	Calendar Month.
Clear days	in relation to the period of a notice means the periods 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.
Roman Catholic	in communion with the See of Rome
the Church	the Roman Catholic Church
the Bishop	the Roman Catholic Bishop of Lancaster and his successors or the person exercising ordinary Episcopal jurisdiction in the Roman Catholic Diocese of Lancaster
in writing	Written, printed or lithographed or partly one and partly another and other modes of representing or reproducing words in a visible form.

Singular words shall include the plural and vice versa. Wording importing the masculine gender only shall include the feminine gender.

Unless the context otherwise requires words or expressions contained in these articles have the same meaning as in the Act but excluding any statutory modification not in force when this constitution became binding upon the Charity.

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.

2. MEMBERSHIP

- 2.1 The subscribers to the memorandum are the first members of the Charity
- 2.2 Membership is open to other individuals or organisations as are admitted to membership in accordance with the rules made under these Articles. No person shall be admitted a member of the Charity

unless his nomination for membership has been endorsed by the Bishop and his application for membership has been approved by the Directors.

- 2.3 The Directors may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the Charity to refuse the application.
- 2.3.1 The Directors must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision
- 2.3.2 The Directors must consider any written representation the applicant may make about the decision. The Directors' decision following any written representations must be notified to the applicant in writing but shall be final.
- 2.4 Membership is not transferable to anyone else
- 2.5 The Directors must keep a register of names and addresses of the members.

3. CLASSES OF MEMBERSHIP

- 3.1 The Directors may establish classes of membership with different rights and obligations and shall record the rights and obligations in the register of members
- 3.1.1 The Directors may not directly or indirectly alter the rights or obligations attached to a class of membership.
- 3.1.2 The rights attached to a class of membership may only be varied if:
- Three quarters of the members in that class consent in writing to the variation; or
 - A special resolution is passed at a separate meeting of the members of that class agreeing to the variation.
- 3.1.3 The provision in these articles about general meetings shall apply to any meetings relating to the variation of the rights of any class of members

4. TERMINATION OF MEMBERSHIP

- 4.1 Membership is terminated if:
- 4.1.1 the member dies;

- 4.1.2 the organisation ceases to exist;
- 4.1.3 the member resigns by written notice to the Charity unless, after the resignation, there would be less than two members;
- 4.1.4 any sum due from the member to the Charity is not paid in full within six months of it falling due;
- 4.1.5 the member is removed from membership by a resolution of the Directors that it is in the best interests of the Charity that his membership is terminated. A resolution to remove a member from membership may only be passed if:
 - the members has been given at least twenty one days' notice in writing of the meeting of the Directors at which the resolution will be proposed and the reasons why it is to be proposed;
 - the member or, at the option of the member, the member's representative (who need not be a member of the Charity) has been allowed to make representations to the meeting.

5. GENERAL MEETINGS

- 5.1 The Charity shall hold a general meeting in every calendar year as its annual general meeting at such time and place as may be fixed by the Charity and the notices calling it shall say that it is the annual general meeting, provided that:
 - 5.1.1 the first annual general meeting must be called within 18 months of its incorporation;
 - 5.1.2 an annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings;
 - 5.1.3 all general meetings which are not annual general meetings shall be called extraordinary general meetings.
- 5.2 The Directors may call an extraordinary general meeting at any time

6. NOTICE OF GENERAL MEETINGS

- 6.1 The minimum periods of notice required to hold as general meeting of the Charity are:

- 6.1.1 twenty-one clear days for an annual general meeting and an extraordinary meeting calling for the passing of a special resolution;
- 6.1.2 fourteen clear days for every other extraordinary general meetings;
- 6.2 A general meeting may be called by shorter notice if it is so agreed:-
 - 6.2.1 in the case of the Annual General Meeting by all the members entitled to attend and vote; and
 - 6.2.2 in the case of an extraordinary general meeting by a majority in number of members entitled to attend and vote at the meeting who together hold not less than 95 percent of the total voting rights.
- 6.3 The notice must specify date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting the notice must say so.
- 6.4 The notice must be given to all the members and to the directors and, in the case of the annual general meeting the auditors.
- 6.5. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice will not invalidate any business done at any meeting.

7. PROCEEDINGS AT GENERAL MEETINGS

- 7.1 No business shall be done at any general meeting unless a quorum is present. A quorum is five members entitled to vote upon the business to be conducted or one tenth of the membership at the time whichever is the greater.
- 7.2 If a quorum is not present half an hour after the general meeting was due to start, or if during the meeting a quorum ceases to be present, then the meeting shall be adjourned to such a time and place as the Directors shall determine.
- 7.3 The Directors must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.
- 7.4 If no quorum is present within fifteen minutes of the time specified for the start of the meeting the members present at that time shall constitute the quorum for that meeting.
 - 7.4.1 General Meetings shall be chaired by the person appointed to chair meetings of the Directors.

- 7.4.2 If there is no such person or he is not present within fifteen minutes of the time appointed for the meeting a Director nominated by the Directors shall chair the meeting.
 - 7.4.3 If there is only one Director present and willing to act, he shall chair the meeting
 - 7.4.4 If no Director is present and willing to chair the meeting within fifteen minutes of the time appointed for holding it, the members present and entitled to vote must choose one of their number to chair the meeting.
- 7.5 The members present at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.
- 7.5.1 The person who is chairing the meeting must decide the time and place at which the meeting is to be convened unless these details are specified in the resolution.
 - 7.5.2 No business shall be done at a reconvened meeting unless it could properly have been conducted at the meeting had it not been reconvened
 - 7.5.3 If a meeting is adjourned for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date and time of the meeting.

8. VOTING

- 8.1 Any vote at a meeting shall be decided on a show of hands unless before, or on the declaration of the result of the show of hands, a poll is demanded by;
- 8.1.1 the person chairing the meeting; or
 - 8.1.2 at least two members having the right to vote at the meeting; or
 - 8.1.3 a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting,
- 8.2 The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.
- 8.2.1 The result of the vote must be recorded in the minutes of the Charity but the number or proportion of the votes cast need not be recorded
- 8.3 The demand for a poll may be withdrawn before the poll is taken but only with the consent of the person who is chairing the meeting.

- 8.3.1 If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made.
- 8.4 A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be members) and who may fix a time and place for declaring the results of the poll.
 - 8.4.1 The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded
- 8.5 A poll demanded on the election of a person to chair a meeting or a question of adjournment shall be taken immediately
 - 8.5.1 a poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs.
 - 8.5.2 The poll must be taken within thirty days after it has been demanded
 - 8.5.3 If the poll is not taken immediately at least seven clear days notice must be given specifying the time and place at which the poll is to be taken
 - 8.5.4 If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting
- 8.6 If there is an equality of votes, whether on a show of hands or on a poll, the person who is chairing the meeting shall have a casting vote in addition to any other vote he may have.
- 8.7 A resolution in writing signed by each member (or in the case of a member that is an organisation, by its authorised representative) who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective. It may comprise several copies each signed by or on behalf of one or more members.
- 8.8 No person other than a member of the Board of Management shall be entitled to receive notices of meetings or to vote on any question either personally or by proxy at any general meeting and no member shall be entitled to vote at any general meeting unless all monies presently payable by him to the Charity has been paid.
- 8.9 On a poll votes may be given either personally or by proxy.
- 8.10 The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing or if the appointer is a corporation either under seal or under the hand of an officer or attorney authorised.

8.11 The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of authority shall be deposited at the registered office of the Company or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting to which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

8.12 An instrument appointing a proxy shall be in the following form and of a form as near thereto as circumstances admit:

I/we _____ of _____
in the County of _____ being a member/members
of the above-named Company hereby appoint
of _____
or failing him _____
of _____
as my/our proxy to vote for me/us on my/our behalf
at the (Annual or Extraordinary as the case may be) General
Meeting of the Company to be held on the _____ day
of _____ 20_____ and that any adjournment
thereof

Signed this _____ day of _____ 20_____

8.13 Where it is desired to afford members an opportunity to vote for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:

I/we _____ of _____
in the County of _____ being a member/members
of the above-named Company hereby appoint
of _____
or failing him _____
of _____
as my/our proxy to vote for me/us on my/our behalf
at the (Annual or Extraordinary as the case may be) General
Meeting of the Company to be held on the _____ day
of _____ 20_____ and that any adjournment
thereof

Signed this _____ day of _____ 20_____

This form is to be used in favour of/against the resolution.

Unless otherwise instructed the proxy will vote as he thinks fit.

- 8.14 The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- 8.15 A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy is executed, provided that no intimation in writing of such death, insanity or revocation as aforesaid shall have been received by the Company at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

9. VOTES OF MEMBERS

- 9.1 Subject to Articles 3 and 8.6 and the next paragraph, every member, whether an individual or an organisation may have one vote.
- 9.1.1 No member shall be entitled to a vote at any general meeting or at any adjourned meeting if he owes any money to the charity
- 9.2 Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final
- 9.3 Any organisation that is a member of the Charity may nominate any person to act as its representative at any meeting of the Charity
- 9.3.1 The organisation must give written notice to the Charity of the name of its representative. The nominee shall not be entitled to represent the organisation at any meeting unless the notice has been received by the Charity. The nominee may continue to represent the organisation until written notice to the contrary has been received by the Charity
- 9.3.2 Any notice given to the Charity will be conclusive evidence that the nominee is entitled to represent the organisation or that his authority has been revoked. The Charity shall not be required to consider whether he has been properly appointed by the organisation.

10. DIRECTORS

- 10.1 A director must be a natural person aged 18 years or older
- 10.1.1 No one may be appointed a Director if he would be disqualified from acting under the provisions of Article 14
- 10.2 The number of Directors shall never be less than three but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum.

- 10.3 If the number of Directors is reduced to less than the minimum number referred to in Article 10.2 the Directors can only act for the purposes of:
 - 10.3.1 admitting persons to membership of the Charity; or
 - 10.3.2 filling up vacancies in their body; or
 - 10.3.3 summoning a General Meeting.
- 10.4 The first Directors shall be those persons notified to Companies House as the first Directors of the Charity.
- 10.5 A Director may not appoint an alternative Director or anyone to act at meetings of the Directors

11. POWERS OF DIRECTORS

- 11.1 The Directors shall manage the business of the Charity and may exercise all the powers of the Charity unless they are subject to any restrictions imposed by the Act, the memorandum, these articles or any special resolution.
- 11.2 No alteration of the memorandum or these articles or any special resolution shall have retrospective effect to invalidate any prior act of the Directors
- 11.3 Any meeting of Directors at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Directors

12. RETIREMENT

- 12.1 At the first annual general meeting all the Directors must retire from office unless by the close of the meeting the members have failed to elect sufficient Directors to hold a quorate meeting of the Directors. At each subsequent annual general meeting one-third of the Directors or, if not three or a multiple of three, the number nearest to one third must retire from office.
- 12.2 The Directors to retire by rotation shall be those who have been longest in office since their last appointment. If any Directors became or were appointed Directors on the same day those to retire shall (unless the otherwise agree among themselves) be appointed by lot

- 12.3 If a Director is required to retire at an annual general meeting by a provision of these articles the retirement shall take effect upon the conclusion of the meeting.

13. THE APPOINTMENT OF DIRECTORS

- 13.1 No person can be appointed as a Director without the prior written approval of the Bishop.
- 13.2 Subject to paragraph 13.1 the Charity may by ordinary resolution:
- 13.2.1 appoint a person who is willing to act to be a Director; and
- 13.2.2 determine the rotation in which any additional Directors are to retire.
- 13.3 No person other than a Director retiring by rotation may be appointed a Director at any general meeting unless he is recommended for re-election by the Directors and not less than fourteen nor more than thirty-five clear days before the date of the meeting, the Charity is given a notice that:
- 13.3.1 is signed by a member entitled to vote at a meeting;
- 13.3.3 states the members' intention to propose the appointment of a person as a Director;
- 13.3.3 contains the details that, if the person were to be appointed, the Charity would have to file at Companies House; and
- 13.3.4 is signed by the person who is to be proposed to show his or her willingness to be appointed.
- 13.4 All members who are entitled to receive notice of a general meeting must be given not less than seven nor more than twenty-eight clear days' notice of any resolution to be put to the meeting to appoint a Director other than a Director who is to retire by rotation.
- 13.5 The Directors may appoint a person who is willing to act as a Director
- 13.5.1 A Director appointed by a resolution of the other Directors must retire at the next annual general meeting and must not be taken into account in determining the Directors who are to retire by rotation.
- 13.6 The appointment of a Director, whether by the Charity in a general meeting or by other Directors, must not cause the number of Directors to exceed any number fixed as the maximum number of Directors.

14. DISQUALIFICATION OF DIRECTORS

- 14.1 A Director shall cease to hold office if he:
- 14.1.1 ceases to be a Director by virtue of any provision in the Act or is prohibited by law from acting as a Director;
 - 14.1.2 is disqualified by virtue of Section 72 of the Charities Act 1993 (or any statutory re-enactment or modification thereof);
 - 14.1.3 ceases to be a member of the Charity;
 - 14.1.4 becomes unable by reason of mental disorder, illness or injury of managing and administering his own affairs;
 - 14.1.5 is directly or indirectly involved in any contract with the Charity and fails to declare the nature of the Director's interest by giving notice at the first meeting at which the contract is discussed or at the first meeting after the Director becomes involved in the contract;
 - 14.1.6 resigns as a Director by notice to the Charity (but only if at least two Directors will remain in office when the notice of resignation is to take effect);
 - 14.1.7 is absent without permission or without reasonable leave of the Directors from all their meetings held within a period of six consecutive months and the Directors resolve that his office be vacated; or
 - 14.1.8 is removed from membership by resolution of the Directors on the ground that in their reasonable opinion the member's continued membership is harmful to the Charity (but only after notifying the member in writing and considering the matter in the light of any written representation which the member concerned puts forward within 14 clear days after receiving the notice).

15. DIRECTORS REMUNERATION

- 15.1 The Directors must not be paid any remuneration unless it is authorised by clause 5 of the memorandum.
- 15.2 Directors may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of Directors or general meetings or otherwise in connection with the discharge of their duties.

16. PROCEEDINGS OF DIRECTORS

- 16.1 The Directors may regulate their proceedings as they see fit, subject to the provisions of the articles.
 - 16.1.1 Any Director may call a meeting of the Directors.
 - 16.1.2 The secretary must call a meeting if directed to do so by a Director.
 - 16.1.3 Questions arising at a meeting must be decided by a majority of votes.
- 16.2 No decision may be made by a meeting of the Directors unless a quorum is present at the time the decisions is purported to be made.
 - 16.2.1 The quorum shall be two or the number nearest to one third of the total number of Directors, whichever is the greater or such larger number as may be decided from time to time by the Directors
 - 16.2.2 A Director may not be counted in the quorum present when any decision is made about a matter upon which the Director is not entitled to vote.
- 16.3 If the number of Directors is less than the number fixed as the quorum, the continuing Directors or Director may act only for the purpose of filling vacancies or of calling a general meeting.
- 16.4 The Directors shall appoint a Director to chair their meetings and at any time revoke such an appointment.
 - 16.4.1 If no one has been appointed to chair meetings of the Directors or if the person appointed is unwilling to preside or is not present within fifteen minutes after the time appointed for the meeting, the Directors present may appoint one of their number to chair that meeting.
 - 16.4.2 The person appointed to chair meetings of the Directors shall have no functions or powers except those conferred by these articles or delegated to him by the Directors.
- 16.5 A resolution in writing signed by all the Directors entitled to receive notice of a meeting of the Directors of of a committee of the Directors and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Directors or (as the case may be) a committee of Directors duly convened and held.
 - 16.5.1 The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more Directors.

17. DELEGATION

- 17.1 The Directors may delegate any of their powers or functions to a committee consisting of two or more Directors but the terms of any delegation must be recorded in the minute book.
- 17.1.1 The Directors may impose conditions when delegating, including the conditions that the relevant powers are to be exercised exclusively by the committee to which they delegate; and
- 17.1.2 no expenditure may be incurred on behalf of the Charity except in accordance with the budget previously agreed by the Directors or within agreed limits determined by the Directors in a general meeting.
- 17.1.3 The Directors may revoke or alter a delegation.
- 17.1.4 All acts and proceedings of any committees must be fully and promptly reported to the Directors
- 17.2 A Director must absent himself from any discussions of the Directors in which it is possible that a conflict will arise between his duty to act solely in the interests of the Charity and any personal interest (including but not limited to any personal financial interest).
- 17.3 Subject to paragraph 17.4, all acts done by a meeting of the Directors, or of a committee of the Directors, shall be valid notwithstanding the participation in any vote of a Director:
- who was disqualified from holding office;
 - who had previously retired or who had been obliged by the constitution to vacate office;
 - who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;
 - if without:
 - the vote of that Director; and
 - that director being counted in the quorum;
 - the decision had been made by a majority of the Directors at a quorate meeting.
- 17.4 Paragraph 17.3 does not permit a Director to keep any benefit that may be conferred upon him by a resolution of the Directors or of a committee of Directors if, but for paragraph 17.3, the resolution

would have been void, or if the Director has not complied with article 17.2

18. SEAL

If the Charity has a seal it must only be used by the authority of the Directors or of a committee of Directors authorised by the Directors. The Directors may determine who may sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the secretary or by a second Director.

19. SECRETARY

19.1 The secretary shall be appointed by the Directors on such terms and conditions as they may think fit, and

19.1.1 the first secretary shall be the person named as secretary in the statement delivered to the Registrar of Companies under Section 10 of the Act

19.2 Any secretary may be removed by the Directors.

19.2.1 the Directors may from time to time by resolution appoint an assistant or deputy secretary, and any person so appointed may act in place of the secretary if there be no secretary or no secretary capable of acting;

19.3 No Director shall occupy the salaried position of secretary

20. MINUTES

20.1 The Directors must keep minutes of all:

20.1.1 appointments of officers made by the Directors;

20.1.2 Proceedings at meetings of the Charity;

20.1.3 meetings of the Directors and committees of Directors including:

- the names of the Directors present at the meeting;
- the decisions made at the meeting; and
- where appropriate the reasons for the decisions.

- 20.2 The minutes should be signed by the person chairing of the meeting (or by the person chairing the following meeting) and once thus signed the minutes will be conclusive evidence of the facts stated in the minutes
- 20.3 The signed minutes must be kept as the record of the business of the Charity.

21. COMPANY ACCOUNTS AND ANNUAL RETURN

- 21.1 The Directors must prepare for each financial year accounts as required by section 226 (or, if applicable, section 337) of the Act. The accounts must be prepared to show a true and fair view and following accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of the applicable Statements of Recommended Practice.
 - 21.1.1 The Directors must keep accounting records as required by sections 221 and 222 of the Act.

22. ANNUAL REPORT AND RETURN AND REGISTER OF CHARITIES

- 22.1 The Directors must comply with the requirements of the Charities Act 1993 with regard to:
 - 22.1.1 the transmission of the statements of accounts to the Charity;
 - 22.1.2 the preparation of an annual report and its transmission to the Commission and Companies House;
 - 22.1.3 the preparation of an annual return and its transmission to the Commission and Companies House.
- 22.2 The Directors must notify the Commission promptly of any changes to the Charity's entry on the central register of Charities.
- 22.3 Any notice to be given to or by any person pursuant to the articles:
 - 22.3.1 must be in writing; or
 - 22.3.2 must be given using electronic communications.
- 22.4 The Charity may give any notice to any member, either personally or by sending it through the post in a prepaid letter addressed to the

member at his address, or by leaving it at his address, or by using electronic communications to his address.

22.4.1 A member who does not register an address with the charity or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Charity.

22.5 a member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and of the purposes for which it was called.

22.6 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.

22.6.1 Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given.

22.6.2 A notice shall be deemed to have been given :

- 48 hours after the envelope containing it was posted; or
- in the case of an electronic communication, 48 hours after it was sent.

23. RULES

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

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

23.2.1 the admission of new members of the Charity (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;

23.2.2 the conduct of members of the Charity in relation to one another, and to the Charity's employees and volunteers;

23.2.3 the setting aside of the whole or any part or parts of the Charity's premises at any particular time or times or for any particular purpose or purposes;

- 23.2.4 the procedure at general meetings and meetings of the Directors and committees of the Directors in so far as such procedure is not regulated by the Act or these Articles;
- 23.2.5 generally, all such matters as are commonly the subject matter of Charity
- 23.3 The Charity, in general meeting, has the power to alter, add to or repeal the rules or bye laws.
- 23.4 The Directors must adopt such means as they think sufficient to bring to the notice of members of the Charity.
- 23.5 The rules or bye laws shall be binding on all members of the Charity. No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the memorandum or the articles.

24. INDEMNITY

Subject to the provisions of the Act, and without prejudice to any indemnity to which a Director may otherwise be entitled, every Director or other officer or auditor of the Charity shall be indemnified out of the assets of the Charity against any liability incurred by that person:

- 24.1 in defending any civil or criminal proceedings in which judgement is given in that person's favour or which results in acquittal; or
- 24.2 in connection with any application in which relief is granted to that person by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity.

25. VARIATION

Without the prior written approval of the directors of Catholic Caring Services no amendment or variation may be made to these Articles.

Signatures, Names and Addresses of Subscribers

Dated:

Witness to the above Signatures:

Name:

Address:

Occupation:
