

Company No. 00039828 and Charity No. 213422

The Companies Acts 1985 and 2006
COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

of

SCRIPTURE UNION

(As adopted with effect from 1 October 2009 and amended by
special resolution passed on 17 October 2020)

The Companies Acts 1985 and 2006
Company Limited by Guarantee and not having a
Share Capital

ARTICLES OF ASSOCIATION OF
SCRIPTURE UNION

INTERPRETATION

1. In these Articles:

1.1 "the Movement" and "the Company" means Scripture Union (Company Number 00039828 and Charity Number 213422), the company regulated by these Articles;

1.2 "the Act" means the Companies Act 2006 including any statutory modification or re-enactment thereof for the time being in force;

1.3 "Address" means a postal address or, for the purposes of Electronic Communications, a fax number, an email address, a text message number or other contact details for Electronic Communication, in each case registered with the Movement;

1.4 "the Articles" means these Articles of Association of the Movement;

1.5 "Chairman of the Trustees" means the person holding office as Chairman of the Trustees pursuant to Article 57;

1.6 "Clear Days" in 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;

1.7 "the Council" means the Members of the Movement acting collectively;

1.8 "Electronic Communication" has the same meaning as in the Electronic Communications Act 2000 (as amended from time to time);

1.9 "Executed" includes any mode of execution or signature but does not include execution or signature by electronic means;

1.10 "Leadership Team" has the meaning given to it by Article 12K;

1.11 "Member" means a member of the Movement in accordance with Article 12;.

1.12 "the Memorandum" means the Memorandum of Association of the Movement;

1.13 "Objects" has the meaning given to it by Article 5;

1.14 "Office" means the registered office of the Movement;

1.15 "President of the Council" means the person holding office as President of the Council pursuant to Article 58;

1.16 "the Seal" means the Common Seal of the Movement if it has one;

1.17 "Secretary" means the Secretary of the Movement or any other person appointed to perform the duties of the Secretary of the Movement, including a joint, assistant or deputy Secretary;

1.18 "the Trustees" means the directors of the Movement and includes any committee of the Trustees acting within the scope of its delegated authority (and "Trustee" has a corresponding meaning);

1.19 "the United Kingdom" means Great Britain and Northern Ireland;

1.20 "writing" means the representation or reproduction of words, symbols or information in visible form by any method or combination of methods including, without limitation, in electronic form; and

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

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

COMPANY NAME

2. The Company's name is Scripture Union.

REGISTERED OFFICE

3. The Movement's registered Office is situated in England and Wales.

4. The Movement is directed by the directors for the time being of the Movement duly appointed under its Articles of Association and who are charity trustees as defined in Section 177 of the Charities Act 2011.

OBJECTS

5. The Movement's objects ("the Objects") are to advance Christianity by sharing the good news of our Lord Jesus Christ with people throughout the world. The Objects shall be carried out in particular, but not limited, working with churches:

5.1 by making God's Good News known to children, young people and families; and

5.2 by encouraging people of all ages to meet God daily through the Bible and prayer,

so that in each case they may come to personal faith in our Lord Jesus Christ, grow in Christian maturity and become both committed church members and servants of a world in need.

POWERS

6. In furtherance of the Objects but not otherwise the Movement may exercise the following powers:

6.1 as part of the sharing of the good news of our Lord Jesus Christ, to relieve people's poverty and suffering;

6.2 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 Movement;

6.3 to raise funds and to invite and receive contributions, provided that in raising funds save as permitted by law, the Movement shall not undertake any substantial permanent non-principal purpose trading activities and shall conform to any relevant statutory regulations;

6.4 to acquire, alter, improve and (subject to such consents as may be required by law) to charge or otherwise dispose of property;

6.5 subject to Article 7 below to employ such staff, who shall not be 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;

6.6 to establish or support any charitable trusts, associations or institutions formed for all or any of the Objects;

6.7 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;

6.8 to act as a trustee of any property held on exclusively charitable trusts for any one or more of the objects of the Movement;

6.9 to borrow or raise money for the purposes of the Movement on such terms and on such security as may be thought fit;

6.10 to invest any monies of the Movement 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) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided;

6.11 to permit any investments of the Movement to be held in the name of any clearing bank or building society or its subsidiary, any trust corporation or any other corporate body which is incorporated in England or Wales (or which has established a branch or a place of business in England or Wales) as nominee for the Movement and to pay any such nominee reasonable and proper remuneration for acting as such;

6.12 subject to Article 7 below, to insure and arrange insurance cover for and to indemnify its officers, staff, the Trustees and any other person serving on any committee or sub-committee of the Trustees from and against all such risks incurred in the course of their duties as may be thought fit;

6.13 to keep in repair and adequately insure against fire and other usual risks (unless such insurance is unavailable on reasonable terms) all the buildings of the Movement not required to be kept in repair and insured by the lessees or tenants thereof and shall suitably insure in respect of public liability and employer's liability and any other risks it deems necessary;

6.14 to appoint and constitute such advisory or sub-committees of the Trustees as the Trustees may think fit;

6.15 to delegate such powers as the Trustees think fit in accordance with Articles 62 to 64;

6.16 to establish, promote and otherwise assist any limited company or companies as a wholly owned subsidiary or subsidiaries of the Movement for the purpose of furthering in any way the Objects through trading and to finance the same if the Trustees see fit by way of secured loan or share subscription on commercial terms, provided that before establishing and financing such companies the Trustees shall first take independent legal advice; and

6.17 to do all such other lawful things as are necessary for the achievement of the Objects or are incidental or conducive thereto.

TRUSTEES' AND MEMBERS' BENEFITS

7. The income and property of the Movement 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 Movement, and no Trustee shall be appointed to any

office of the Movement paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Movement, provided that nothing in this document shall prevent any payment in good faith by the Movement:

7.1 of the usual professional charges for business done by a Trustee who is a solicitor, accountant or other person engaged in a profession or by any firm of his or hers when instructed by the Movement to act in a professional capacity on its behalf;

7.2 of reasonable fees to be paid for work to be carried out for the Movement by a Trustee who possesses specialist skills or knowledge when instructed by the Movement to undertake work which requires such specialist skills or knowledge, provided that at no time shall a majority of the Trustees benefit under the above provisions and that a Trustee shall withdraw from any meeting at which his or her appointment or remuneration, or that of his or her firm, is under discussion;

7.3 of reasonable and proper remuneration for any services rendered to the Movement by any member, officer or servant of the Movement who is not a Trustee;

7.4 of interest on money lent by any member of the Movement at a reasonable and proper rate per annum not exceeding 2 per cent. less than the published base lending rate of a clearing bank to be selected by the Trustees;

7.5 of fees, remuneration or other benefit in money or money's worth to any company of which a Trustee may also be a member not holding more than 1/100th part of the issued capital of that company;

7.6 of reasonable and proper rent for premises demised or let by any member of the Movement or a Trustee;

7.7 to any Trustee of reasonable out-of-pocket expenses;

7.8 of any premium in respect of any indemnity insurance to cover the liability of a Trustee and any other persons to whom the Trustees may have delegated any of their functions and duties which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty (including wrongful trading) of which they may be guilty in relation to the Movement, provided that such insurance shall not extend to any claim arising:

7.8.1 from any act or omission which the Trustees or other said persons knew to be a breach of trust or breach of duty or which was committed by the Trustees or other said persons in reckless disregard of whether it was a breach of trust or breach of duty or not; nor

7.8.2 from any act or omission where the Trustees or other said persons continued to permit the Movement to trade knowing that the Movement was insolvent or in reckless disregard of whether it was insolvent or not; nor

7.8.3 in respect of costs incurred in the unsuccessful defence to a criminal prosecution brought against any of the Trustees or other said persons arising from their functions on the Movement's behalf.

LIABILITY OF MEMBERS

8. The liability of the Members is limited.

9. Every Member of the Movement undertakes to contribute such amount as may be required (not exceeding £10) to the Movement'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 Movement's debts and

liabilities contracted before he or she ceases to be a Member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.

10. If the Movement 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 Movement, but shall be given or transferred to some other charity or charities having objects similar to the Objects which prohibits the distribution of its or their income and property to an extent at least as great as is imposed on the Movement by Clause 7 above, chosen by the Members at or before the time of dissolution and if that cannot be done then to some other charitable object.

11. No addition, alteration or amendment shall be made to or in the provisions of the Memorandum or Articles of Association for the time being in force as shall cause the Movement to cease to be a charity in law or as shall cause the Movement to be a company to which Section 60 of the Companies Act 2006 does not apply.

MEMBERS

12. The Members shall comprise such persons as (i) were Members at the time of the adoption of this Article 12 or, after such time, become Members pursuant to Article 12A and (ii) have not ceased to be Members in accordance with Article 12F, Article 12G or Article 12H.

12A. Subject to Articles 12B and 12C:

12A.1 unless the Council with the approval of the Trustees determine otherwise, an individual shall automatically become a Member upon being appointed to be the President of the Council, a Trustee or a member of the Leadership Team; and

12A.2 the Council may admit as Members such other individuals as, in their absolute discretion, they think fit.

12B. No person may become or be admitted as a Member unless:

12B.1 they have confirmed to the Movement in writing that they personally accept and agree with the beliefs and matters stated to be recognised or acknowledged in the Statement of Belief set out in the documents entitled "Aims, Belief and Working Principles of Scripture Union" and "Ministry with Scripture Union", in each case, as from time to time amended or replaced;

12B.2 except in the cases of an individual who is to become a Member pursuant to Article 12A.1, they have completed an application for Membership in such form as the Trustees shall from time to time prescribe;

12B.3 they have complied with such other requirements as the Trustees shall from time to time prescribe in any rule or bye law made under Article 79;

12B.4 they have attained the age of 18 years; and

12B.5 except in the cases of an individual who is to become a Member pursuant to Article 12A.1, the Trustees have approved their admission.

12C. No person may become or be admitted as a Member if:

12C.1 they have ceased to be a Member pursuant to Article 12F or Article 12G.3 within the previous year;

12C.2 they are disqualified from being a Member pursuant to any enactment, statutory instrument, rule of law or order of court; or

12C.3 they are bankrupt or party to any arrangement or composition with their creditors generally.

TERM OF OFFICE OF MEMBERS

12D. All Members, other than those who are Members by virtue of being the President of the Council, a Trustee or a member of the Leadership Team, shall be admitted as a Member for a term of office commencing at the time of their admission and ending at the end of the third annual meeting of the Movement following such time (or, if the appointment is made otherwise than at an annual meeting, the fourth such meeting following such time) or for such shorter term as the Council may prescribe at or prior to their admission.

12E. At any time within six months of the expiry of a Member's term (whether established pursuant to Article 12D, this Article 12E or at the time of their admission or grant of a further term of office prior to the adoption of this Article 12E), the Council may grant the Member a further term of office running from the time of the expiry until end of the third annual meeting after the expiry or such earlier time as they may prescribe, provided that:

12E.1 no Member may be granted more than three consecutive terms of office; and

12E.2 no Member may be granted a further term of office unless the requirements of Article 12B.3 are met in relation to them and the Trustees have approved the grant of a further term.

RETIREMENT, REMOVAL AND DISQUALIFICATION OF MEMBERS

12F. A person shall automatically cease to be a Member at the expiry of their term of office unless:

12F.1 immediately following such time they are President of the Council, a Trustee or a member of the Leadership Team; or

12F.2 they have been granted a further term of office pursuant to Article 12E.

12G. A person shall also automatically cease to be a Member if:

12G.1 they become disqualified from being a Member pursuant to any enactment, statutory instrument, rule of law or order of court;

12G.2 they become bankrupt or make any arrangement or composition with their creditors generally;

12G.3 the Council or the Trustees resolve that they should cease to be a Member on account of the Council or the Trustees concluding that either:

- (i) they have become incapable of performing their role as a Member;
- (ii) they have not attended three consecutive Council meetings and they appear unlikely to make the contribution to the Movement expected of Members;
- (iii) they have done or are doing something that is materially inconsistent with the documents referred to in Article 12B.1 as from time to time amended or replaced;
- (iv) they have been convicted of a criminal offence that is potentially punishable by imprisonment (whether or not they have in fact been imprisoned);
- (v) they have otherwise acted or are acting in a manner that may damage the Movement, whether reputationally, financially or in any other way; or
- (vi) they have ceased to meet any requirement for Membership prescribed in any rule or bye law made under Article 79;

12G.4 they resign by notice in writing to the Movement marked either for the attention of the President of the Council or for the attention of the Secretary, provided that there will be at least two Members following such resignation.

12H. Subject to Article 12I, a person who has become a Member pursuant to Article 12A.1, shall automatically cease to be a Member when they cease to be the President of the Council, a Trustee or, as the case may be, a member of the Leadership Team.

FURTHER PROVISIONS RELATING TO MEMBERSHIP

12I. Subject to Articles 12B, 12C and 12J, the Council may determine that a person who has been a Member by virtue of being the President of the Council, a Trustee or member of the Leadership Team shall continue to be a Member following the time when they cease to hold such office. Articles 12D and 12E shall then apply to them as if they were first admitted as a new Member at that time.

12J. Article 12I shall not apply to a person who has ceased to be President of the Council pursuant to Article 58E.3 or a Trustee pursuant to Article 50.3 or Article 50.4.

12K. For the purposes of Articles 12A to 12J, the "Leadership Team" shall be deemed to comprise the most senior executive of the Movement (as determined by the Trustees) and such senior employees of the Movement reporting directly to that senior executive as the Trustees from time to time consider to comprise the senior executive group of the Movement.

MEETINGS OF MEMBERS OF THE COUNCIL

13. Meetings of Members may be either an annual meeting or a special meeting.

14. The Movement shall hold an annual meeting in 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 meeting of the Movement and that of the next. The annual meeting shall be held at such times and places as the Trustees shall appoint.

15. The Trustees may call special meetings and, on the requisition of Members pursuant to the provisions of the Act, shall forthwith proceed to convene a special meeting for a date not later than eight weeks after receipt of the requisition.

NOTICE OF MEETINGS OF THE MEMBERS OF THE COUNCIL

16. All meetings shall be called by at least fourteen Clear Days' notice. A meeting may be called by shorter notice if it is so agreed:

16.1 in the case of an annual meeting, by all the Members entitled to attend and vote; and

16.2 in the case of a special meeting by a majority in number of Members having a right to attend and vote, being a majority together holding not less than 90 per cent of the total voting rights at the meeting of all the Members.

17. 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.

PROCEEDINGS AT MEETINGS

18. No business shall be transacted at any meeting unless a quorum is present. Ten persons personally present entitled to vote upon the business to be transacted, each being a Member, shall constitute a quorum.

19. If a quorum is not present within half an hour from the time appointed for the meeting, or if at any time during a meeting a quorum ceases to be present and is not present again within half an hour of such time, 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.

20. The President of the Council or in his absence the Chairman of the Trustees or in his absence some other Trustee nominated by the Trustees present at the meeting shall preside as chairman of the meeting.

21. If neither the President of the Council, nor the Chairman of the Trustees nor any Trustee willing to act as chairman 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 of the meeting.

22. The chairman may, with the consent of a meeting at which a quorum is present (and shall if 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 adjournment not taken place. When a meeting 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.

23. A resolution put to the vote of 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 duly demanded. Subject to the provisions of the Act, a poll may be demanded:

23.1 by the chairman;

23.2 by at least two Members having the right to vote at the meeting; or

23.3 by 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.

24. Unless a poll is duly demanded a 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 and 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.

25. The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the chairman. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.

26. 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 the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.

27. In the case of an equality 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.

28. A poll demanded on the election of a chairman or on a question of adjournment 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 not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent continuance of a meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.

29. 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 at least seven Clear Days' notice shall be given specifying the time and place at which the poll is to be taken.

WRITTEN RESOLUTIONS

30. Subject to any limitations imposed by the Act or otherwise by law, the Members may take decisions by resolution in writing (including by using electronic means) and any written resolution passed in accordance with the Act shall be as effective as if it were passed at a meeting of the Members.

VOTES OF MEMBERS

31. Subject to Article 27 every Member shall have one vote.

32. No Member shall be entitled to vote at any meeting unless all moneys then payable by him to the Movement have been paid.

33. No objection shall be raised to the qualification of any voter except at the 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 be referred to the chairman whose decision shall be final and conclusive.

PROXIES: APPOINTMENT AND VOTING

34. Any Member is entitled to appoint another person as a proxy to exercise all or any of the Member's rights to attend and to speak and vote at a meeting of the Movement. A proxy may be appointed by either (i) by an instrument in writing Executed by or on behalf of the relevant Member or (ii) subject to the Movement having specified in relation to the relevant meeting an electronic Address for the receipt of such appointments, by Electronic Communication.

35. The appointment of a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Trustees may approve):

"SCRIPTURE UNION. I, _____ of _____, being a member of the above named Movement, hereby appoint _____ of _____, or failing him/her, _____ of _____, as my proxy to vote in my name and on my behalf at the meeting of the Movement to be held on _____ day of _____, and at any adjournment thereof.

Signed _____ Date _____ "

36. When it is desired to afford Members an opportunity of instructing the proxy how to act the appointment of a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Trustees may approve):

"SCRIPTURE UNION. I, _____ of _____, being a member of the above named Movement, hereby appoint _____ of _____, or failing him/her, _____ of _____, as my proxy to vote in my name and on my behalf at the meeting of the Movement to be held on _____ day of _____, and at any adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as follows:

Resolution No. 1 *for *against

Resolution No. 2 *for *against

* Strike out whichever is not desired.

Unless otherwise instructed, the proxy may vote as s/he thinks fit or abstain from voting.

Signed _____ Date _____ ”

37. The appointment of a proxy shall not be valid unless it and any authority under which it is Executed (or a copy of such authority certified by a notary or in some other way approved by the Trustees) is lodged with the Movement either:

37.1 In the case of an instrument in writing Executed by or on behalf of the relevant Member, by being deposited at the Office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Movement in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote;

37.2 In the case of an appointment contained in an Electronic Communication, by being sent electronically so as to be received at the Address specified by the Movement for the receipt of such appointments not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote;

37.3 In the case of a poll taken more than 48 hours after it is demanded, by being deposited or sent so as to be received as aforesaid not less than 24 hours before the time appointed for the taking of the poll; or

37.4 In the case of a poll not taken forthwith but taken not more than 48 hours after it was demanded, by being delivered at the meeting at which the poll was demanded to the person chairing the meeting or to the Secretary or to any director.

38 A vote given or poll demanded by proxy shall be valid even if the authority of a person voting or demanding a poll has been revoked unless notice of the revocation was received by the Movement at:

38.1 its Office;

38.2 at such other place at which the instrument of proxy was duly deposited; or

38.3 (where the appointment of the proxy was contained in an Electronic Communication) at the Address at which such appointment was duly received,

before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

USE OF ELECTRONIC MEANS

38A. The Trustees may make whatever arrangements they consider appropriate to enable Members to attend a meeting of the Council and to exercise their rights to speak and vote at it. These arrangements may include the use of electronic means. Whatever arrangements are made:

38A.1 For the purpose of determining attendance at a meeting, it is immaterial whether any two or more Members attending it are in the same place as each other;

38A.2 A person (whether or not in the same place as another) is deemed to attend a meeting if their circumstances are such that, if they have (or were to have) rights to speak and vote, they are (or would be) able to exercise them;

38A.3 A person is deemed to be able to exercise the right to speak at a meeting when that person is in a position during the meeting to communicate to the chairman of the meeting and all Members attending the meeting any information or opinions which that person has on the business of the meeting; and

38A.4 A person is deemed to be able to exercise the right to vote at a meeting when (i) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting and (ii) that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.

THE TRUSTEES

39. The number of Trustees shall not be less than six and not more than twelve.

POWERS OF THE TRUSTEES

40. Subject to the provisions of the Act, the Memorandum and the Articles and to any directions given by special resolution, the business of the Movement shall be managed by the Trustees who may exercise all the powers of the Movement. No alteration of the Memorandum or the Articles and no such direction shall invalidate any prior act of the Trustees which would have been valid if that alteration had not been made or that direction 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 and a meeting of the Trustees at which a quorum is present may exercise all the powers exercisable by the Trustees.

41. In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the Articles, the Trustees shall have the following powers, namely:

41.1 to expend the funds of the Movement in such manner as they shall consider most beneficial for the achievement of the Objects and to invest in the name of the Movement such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the objects of the Movement; and

41.2 to enter into contracts on behalf of the Movement.

APPOINTMENT OF TRUSTEES

42. The Trustees shall comprise such persons as (i) were Trustees at the time of the adoption of this Article 42 or are admitted as Trustees in accordance with Article 43 after such time and (ii) have not ceased to be Trustees in accordance with Article 49 or Article 50.

43. Subject to Articles 44 and 45:

43.1 the Council may appoint such individuals as they think fit to be Trustees; and

43.2 the Trustees may appoint such individuals as they think fit to be Trustees either to fill a vacancy or as an additional Trustee.

44. No individual may be appointed as a Trustee unless:

44.1 they have confirmed to the Movement in writing that they personally accept and agree with the beliefs and matters stated to be recognised or acknowledged in the Statement of Belief set out in the documents entitled "Aims, Belief and Working Principles of Scripture Union" and "Ministry with Scripture Union", in each case, as from time to time amended or replaced;

44.2 they have completed an application for Trusteeship in such form as the Trustees shall from time to time prescribe;

44.3 they have complied with such other requirements as the Trustees shall from time to time prescribe in any rule or bye law made under Article 79;

44.4 they have attained the age of 18 years;

44.5 in the case of an appointment pursuant to Article 43.1, either (i) the appointment of the individual is recommended by the Trustees or (ii) not less than fourteen nor 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 given to the Movement of the intention to propose that person for appointment stating the particulars which would, if he were so appointed, be required to be included in the Movement's register of Trustees together with a notice Executed by that person of his willingness to be appointed; and

44.6 in the case of an appointment pursuant to Article 43.1, not less than seven nor more than twenty-eight Clear Days before the date appointed for holding the relevant meeting of the Council, notice of the proposed appointment shall have been given to all persons who are entitled to receive notice of the meeting.

45. No person may be appointed as a Trustee if:

45.1 they have ceased to be a Trustee pursuant to Article 49, Article 50.3 or Article 50.4 within the previous year;

45.2 they are disqualified from being a Trustee or a Member pursuant to any enactment, statutory instrument, rule of law or order of court; or

45.3 they are bankrupt or party to any arrangement or composition with their creditors generally.

TERM OF OFFICE OF TRUSTEES

46. A Trustee appointed by the Council pursuant to Article 43.1, shall be appointed for a term of office commencing at the time of their appointment and ending at the end of the third annual meeting of the Movement following such time (or, if the appointment is made otherwise than at an annual meeting, the fourth such meeting following such time) or for such shorter term as the Council may prescribe at or prior to their appointment.

47. A Trustee appointed by the Trustees pursuant to Article 43.2, shall be appointed for a term of office commencing at the time of their appointment and ending at the end of the next annual meeting following such time.

48. At any time within six months of the expiry of a Trustee's term (whether established pursuant to Article 46, Article 47, this Article 48 or at the time of their admission or grant of a further term of office prior to the adoption of this Article 48), the Council may reappoint the Trustee for a further term of office running from the time of the expiry until end of the third annual meeting after the expiry or such earlier time as they may prescribe, provided that:

48.1 no Trustee may be appointed for more than three consecutive terms of office (excluding any term of office pursuant to an appointment by the Trustees under Article 43.2); and

48.2 no Trustee may be reappointed unless the requirements of Articles 44.3 are met in relation to them.

RETIREMENT, REMOVAL AND DISQUALIFICATION OF TRUSTEES

49. A person shall automatically cease to be a Trustee at the expiry of their term of office unless they have been reappointed for a further term of office pursuant to Article 48.

50. A person shall also automatically cease to be a Trustee if:

50.1 they become disqualified from being a Trustee or a Member pursuant to any enactment, statutory instrument, rule of law or order of court;

50.2 they become bankrupt or make any arrangement or composition with their creditors generally;

50.3 the Trustees resolve that, in the interests of the Movement, they should cease to be a Trustee;

50.4 the Council resolves pursuant to section 168 of the Act to remove them from office as a Trustee; or

50.5 they resign by notice in writing to the Movement marked either for the attention of the Chairman of the Trustees or for the attention of the Secretary, provided that there will be at least two Trustees following such resignation.

EXPENSES OF TRUSTEES

51. The Trustees may be paid all reasonable travelling, accommodation and other expenses properly incurred by them in connection with their attendance at meetings of the Trustees or committees of the Trustees or meetings of the Members of the Council or otherwise in connection with the discharge of their duties, but shall otherwise be paid no remuneration except to the extent permitted by Article 7.

RESTRICTIONS ON TRUSTEES

52. Except to the extent permitted by Article 7, no Trustee shall take or hold any interest in property belonging to the Movement or receive remuneration or be interested otherwise than as a Trustee in any other contract to which the Movement is a party.

PROCEEDINGS OF THE TRUSTEES

53. Subject to the provisions of the Articles, the Trustees may regulate their proceedings as they think fit.

53A. The Chairman of the Trustees appointed pursuant to Article 57 may at any time convene a meeting of the Trustees and shall do so if required to do so by three or more Trustees, who may themselves convene a meeting if the Chairman of the Trustees fails to do so within a reasonable time of them requiring him to do so. Any three Trustees may convene such a meeting at any time when there is no Chairman of the Trustees or the Chairman of the Trustees is unable or unwilling to perform his duties.

54. The quorum for the transaction of the business of the Trustees may be fixed by the Trustees but shall not be less than one third of their number or two Trustees, whichever is the greater.

55. Trustees participate in a Trustees' meeting, or part of a Trustees' meeting, when:

55.1 the meeting has been called and takes place in accordance with these Articles; and

55.2 they can communicate to the other Trustees who are participating any information or opinions they have on any particular item of the business of the meeting.

55A. In determining whether Trustees are participating in a Trustees' meeting, it is irrelevant where any Trustee is or how they communicate with each other. If all the Trustees participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

56. 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 may act only for the purpose of filling vacancies or of calling a meeting of the Members of the Council.

57. The Trustees shall appoint one of their number to be the Chairman of the Trustees who shall be the chairman of their meetings and carry out the role assigned to him from time to time by the Trustees. The Trustees may appoint one or more of their number to be a Vice-Chairman of the Trustees who shall be the chairman of their meetings in the absence of the Chairman of the Trustees and carry out the role assigned to him from time to time by the Trustees. Unless he is unwilling to do so, the Chairman of the Trustees so appointed shall preside at every meeting of the Trustees at which he is present or in his absence the Vice-Chairman. But if there is no Trustee holding either of those offices, or if the Trustees holding such offices are unwilling to preside or are not present within five minutes after the time appointed for the meeting, the Trustees present may appoint one of their number to be chairman of the meeting.

57A. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman of the meeting shall have a second or casting vote.

58. Subject to Article 58A, the Trustees shall appoint such person as they think fit to be the President of the Council.

58A. A person shall not be qualified to be appointed President of the Council (i) if they are ineligible for admission as a Member under Article 12B or Article 12C or (ii) if they have ceased to be the President of the Council pursuant to Article 58E.3 within the previous year.

58B. The President of the Council shall be appointed for a term of office commencing at the time of their appointment and ending at the end of the third annual meeting of the Movement following such time (or, if the appointment is made otherwise than at the time of an annual meeting, the fourth such meeting following such time) or for such shorter term as the Trustees may prescribe at or prior to their appointment.

58C. At any time within six months of the expiry of a President of the Council's term (whether established pursuant to Article 58B, this Article 58C or at the time of their admission or grant of a further term of office prior to the adoption of this Article 58C), the Trustees may reappoint the President of the Council for a further term of office running from the time of the expiry until end of the third annual meeting after the expiry or such earlier time as they may prescribe, provided that:

58C.1 no President of the Council may be appointed for more than three consecutive terms of office; and

58C.2 no President of the Council may be reappointed unless the requirements of Article 12B.3 are met in relation to them,

58D. A person shall automatically cease to be President of the Council at the expiry of their term of office unless they have been reappointed for a further term of office pursuant to Article 58C.

58E. A person shall also automatically cease to be President of the Council if:

58E.1 they become disqualified from being a Member pursuant to any enactment, statutory instrument, rule of law or order of court;

58E.2 they become bankrupt or make any arrangement or composition with their creditors generally;

58E.3 the Trustees or the Council resolve that, in the interests of the Movement, they should cease to be a President of the Council; or

58E.4 they resign by notice in writing to the Movement marked either for the attention of the Chairman of the Trustees or for the attention of the Secretary, provided that there will be at least two Members following such resignation.

59. All resolutions passed by and other acts of the Trustees and of any committee of the Trustees shall, as regards any person dealing with the Movement in good faith, be valid and effective notwithstanding (i) that there was a defect in the appointment of any Trustee or member of the relevant committee, (ii) that any such person was ineligible to be a Trustee or member of the committee or had been disqualified from holding office or otherwise ceased to be a Trustee or member of the committee and (iii) that any such person who voted in relation to the relevant resolution or participated in the relevant act was ineligible to do so.

60. A resolution in writing agreed to by a simple majority of all the Trustees or of all the members of a committee for the time being entitled to receive notice of a meeting of the Trustees or such committee shall be as valid and effectual as if it had been passed at a meeting of the Trustees or committee as the case may be duly convened and held, and may consist of several documents in the like form each agreed to by one or more of such Trustees or committee members.

RESPONSIBILITIES OF THE TRUSTEES IN RELATION TO THE COUNCIL

61. The Trustees shall call half-yearly meetings of Council during one of which the annual meeting of the Movement shall take place and otherwise at which reports from the Trustees will be presented on the progress of the Movement in fulfilling its aims. The Members present shall be invited to provide input during such meetings to the strategic direction of the Movement, and the Trustees may arrange such other activities or reports as they may consider appropriate in consultation with the President of the Council.

DELEGATION BY THE TRUSTEES

62. The Trustees may constitute committees comprising one or more of their number and such other individuals (if any) as they think fit and may:

62.1 delegate such of their powers to any such committee as they think fit;

62.2 give any such committee power to sub-delegate;

62.3 give any such committee power to co-opt additional members, who need not be Trustees;

62.4 impose such terms of reference and rules on any such committee as they think fit,

provided that a majority of the members of any such committee shall always be Trustees.

62A. The Trustees shall ensure that any committee constituted pursuant to Article 62 reports on its proceedings at each regular meeting of Trustees in such manner as the Trustees think fit.

62B. The Trustees may delegate the day to day management of the Movement or any aspect of it or the implementation of any policy or other decision of the Trustees, and all or any of their powers relating to such management or implementation, to the National Director or other senior executive of

the Movement or such other person as they think fit and may give any person to whom powers are delegated the power to sub-delegate.

62C. The Trustees shall ensure that, except to the extent that it is not reasonably practicable to do so, any person to whom powers are delegated pursuant to Article 62B reports to the Trustees at each of its regular meetings on the management of the Movement or, as the case may be, the implementation of the relevant decision of the Trustees in such manner as the Trustees think fit.

62D. Without limiting any powers that they would have in the absence of this Article 62D, the Trustees may delegate to professional investment managers their powers in relation to the investment of all or any of the cash resources of the Movement that are not immediately required for the work of the Movement and may confer discretionary investment management authority on such managers subject to such policy requirements and guidelines as the Trustees think fit. The Trustees may also arrange for any investments of the Movement to be held in the name of a nominee as permitted by Article 6.11.

62E. The Trustees shall ensure that any investment managers appointed pursuant to Article 62D report no less frequently than semi-annually to the Trustees or a committee of the Trustees on the investments of the Movement that are under their management in such manner as the Trustees or the relevant committee thinks fit.

63. The Trustees may also establish advisory groups or representative bodies to advise the Trustees and represent sectors of the Movement.

64. The Trustees may revoke or alter any delegation of authority pursuant to Articles 62, 62B and 62D at any time.

BANK ACCOUNTS

65. Any bank account in which any part of the assets of the Movement is deposited shall be operated on the Trustees' behalf and shall indicate the name of the Movement. All cheques and orders for the payment of money from such account shall be signed as the Trustees shall by resolution determine.

COMPANY SECRETARY

66. Subject to the provisions of the Act, a Secretary may be appointed by the Trustees for such term, at such remuneration (if not a Trustee) and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them.

MINUTES

67. The Trustees shall keep minutes kept for the purpose:

67.1 of all appointments of officers made by the Trustees; and

67.2 of all proceedings at meetings of the Movement and of the Trustees and of committees of the Trustees including the names of the Trustees present at each such meeting.

ACCOUNTS

68. Accounts shall be prepared in accordance with the provisions of the Act.

ANNUAL REPORT

69. The Trustees shall comply with their obligations under applicable law with regard to the preparation of an annual report and its transmission to the Commissioners.

ANNUAL RETURN

70. The Trustees shall comply with their obligations applicable law with regard to the preparation of an annual return and its transmission to the Commissioners.

NOTICES

71. Any notice to be given to or by any person pursuant to the Articles:

71.1 must be in writing; or

71.2 must be given using Electronic Communications,

with the exception that a notice calling a meeting of the Trustees may be given in whatever manner is considered to be appropriate by the Chairman of the Trustees or, if other Trustees are convening the meeting, these Trustees (including orally).

72. The Movement may give any notice to a Member either:

72.1 personally;

72.2 or by sending it by post in a prepaid envelope addressed to the Member at his Address;

72.3 by leaving it at that Address; or

72.4 by giving it using Electronic Communications to the Member's Address.

73 A Member whose Address is not within the United Kingdom and who gives to the company an Address within the United Kingdom or an Address for Electronic Communications at which notices may be given to him shall be entitled to have notices given to him at that Address, but otherwise no such Member shall be entitled to receive any notice from the Movement.

74. A Member present in person at any meeting of the Movement shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.

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

76. Proof that a notice contained in an Electronic Communication was sent in accordance with guidance issued from time to time by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given.

77. A notice shall be deemed to be given:

77.1 at the end of the second day after the day on which the envelope containing it was posted (disregarding, for this purpose, any day that is a Saturday, a Sunday or a public holiday in England); or

77.2 in the case of an Electronic Communication, 24 hours after it was sent.

INDEMNITY

78. Subject to the provisions of the Act, in the execution of the Objects of the Movement no Trustee or the Secretary or other officer of the Movement shall be liable for any loss to the property of the Movement arising by reason of an improper investment made in good faith (so long as he shall have sought professional advice before making such investment) or for the negligence or fraud of any servant or agent employed by the Movement in good faith (provided reasonable supervision shall

have been exercised) although the employment of such person was strictly not necessary, or by reason of any mistake or omission made in good faith by any of the above persons, or by reason of any other matter or thing other than wilful and individual fraud, wrongdoing or wrongful omission of the part of the person(s) in question and Subject to the provisions of the Act every Trustee, or other officer or auditor of the Movement shall be indemnified out of the assets of the Movement against any liability incurred by him in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Movement.

RULES AND BYE LAWS

79. The Trustees may from time to time make such rules or bye laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Movement and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they may by such rules or bye laws regulate:

79.1 the admission and classification of Members (including the admission of organisations to membership) and the rights and privileges of such Members, and the conditions of membership and the terms on which Members may resign or have their membership terminated;

79.2 the conduct of Members in relation to one another, and to the Movement's servants;

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

79.4 the procedure at meetings of the Members of the Council and meetings of the Trustees and committees of the Trustees in so far as such procedure is not regulated by the Articles;

79.5 generally all such matters as are commonly the subject matter of company rules,

provided that no bye law shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or the Articles.

80. The Trustees may alter, add to or repeal the rules or byelaws and the Trustees shall adopt such means as they think sufficient to bring to the notice of Members all such rules or byelaws, which shall be binding on all Members.