

Articles of Association of South West Ministry Training Course

Name

1 The company's name is South West Ministry Training Course (and in this document it is called the "charity").

Interpretation

2 (1) In the articles:

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

"the articles" means the charity's articles of association;

"the charity" means the company intended to be regulated by the articles;

"clear days" in relation to the period of a notice means a 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;

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

"Companies Acts" means the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the charity;

"the directors" means the directors of the charity. The directors are charity trustees as defined by section 97 of the Charities Act 1993;

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

"electronic form" has the meaning given in section 1168 of the Companies Act 2006;

"the memorandum" means the charity's memorandum of association;

"the members" means those people who are members of the charity from time to time as defined under the Companies Act 2006;

"officers" includes the directors and the secretary (if any);

"secretary" means any person appointed to perform the duties of the secretary of the charity;

"the United Kingdom" means Great Britain and Northern Ireland; and words importing one gender shall include all genders, and the singular includes the plural and vice versa.

(2) Unless the context otherwise requires, words or expressions contained in the articles have the same meaning as in the Companies Acts but excluding any statutory modification not in force when this constitution becomes binding on the charity.

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

Liability of members

3 The liability of the members is limited to a sum not exceeding £10, being the amount that each member undertakes to contribute to the assets of the charity in the event of its being wound up while he or she is a member or within one year after he or she ceases to be a member, for:

- a) payment of the charity's debts and liabilities incurred before he or she ceases to be a member;
- b) payment of the costs, charges and expenses of winding up; and
- c) adjustment of the rights of the contributories among themselves.

Objects

4 The charity's objects ("objects") are specifically restricted to the following:

To advance the Christian religion by the promotion of theological education, research and training.

Powers

5 The charity has power to do anything which is calculated to further its objects or is conducive or incidental to doing so. In particular, the charity has power:

- a) to raise funds. In doing so, the charity must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations;
- b) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- c) to sell, lease or otherwise dispose of all or any part of the property belonging to the charity. In exercising this power, the charity must comply as appropriate with sections 36 and 37 of the Charities Act 1993, as amended by the Charities Act 2006;
- d) to borrow money and to charge the whole or any part of the property belonging to the charity as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation. The charity must

comply as appropriate with sections 38 and 39 of the Charities Act 1993, as amended by the Charities Act 2006, if it wishes to mortgage land;

- e) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
- f) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the objects;
- g) to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity;
- h) to set aside income as a reserve against future expenditure only in accordance with a written policy about reserves;
- i) to employ and remunerate such staff as are necessary for carrying out the work of the charity. The charity may not employ or remunerate a director;
- j) to:
 - i. deposit or invest funds;
 - ii. employ a professional fund-manager; and
 - iii. arrange for the investments or other property of the charity to be held in the name of a nominee;in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;
- k) to provide indemnity insurance for the directors in accordance with, and subject to the conditions in, section 73F of the Charities Act 1993;
- l) to pay out of the funds of the charity the costs of forming and registering the charity both as a company and as a charity.

Application of income and property

6 (1) The income and property of the charity shall be applied solely towards the promotion of the objects.

(2) A director is entitled to be reimbursed from the property of the charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the charity.

(3) A director may benefit from trustee indemnity insurance cover purchased at the charity's expense in accordance with, and subject to the conditions in, section 73F of the Charities Act 1993.

(4) A director may receive an indemnity from the charity in the circumstances specified in article 36.

(5) None of the income or property of the charity may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the charity. This does not prevent a member who is not also a director receiving:

(a) a benefit from the charity in the capacity of a beneficiary of the charity;

(b) reasonable and proper remuneration for any goods or services supplied to the charity.

(6) No director or connected person may:

(a) buy any goods or services from the charity on terms preferential to those applicable to members of the public;

(b) sell goods, services, or any interest in land to the charity;

(c) be employed by, or receive any remuneration from, the charity;

(d) receive any other financial benefit from the charity; unless:

i. the payment is otherwise permitted by these articles; or

ii. the directors obtain the prior written approval of the Commission and fully comply with any procedures it prescribes.

In this article a 'financial benefit' means a benefit, direct or indirect, which is either money or has a monetary value.

(7) A director or connected person may receive a benefit from the charity in the capacity of a beneficiary of the charity provided that a majority of the directors do not benefit in this way.

(8) A director or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the charity where that is permitted in accordance with, and subject to the conditions in, section 73A to 73C of the Charities Act 1993.

(9) Subject to article 6(14), a director or connected person may provide the charity with goods that are not supplied in connection with services provided to the charity by the director or connected person.

(10) A director or connected person may receive interest on money lent to the charity at a reasonable and proper rate which must be 2% (or more) per annum below the base rate of a clearing bank to be selected by the directors.

(11) A director or connected person may receive rent for premises let by the director or connected person to the charity if the amount of the rent and the other terms of the lease are reasonable and proper and provided that the director

concerned shall withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.

(12) The directors may arrange for the purchase, out of the funds of the charity, of insurance designed to indemnify the directors in accordance with the terms of, and subject to the conditions in, section 73f of the Charities Act 1993.

(13) A director or connected person may take part in the normal trading and fundraising activities of the charity on the same terms as members of the public.

(14) The charity and its directors may only rely upon the authority provided by these articles if each of the following conditions is satisfied:

- a) The amount or maximum amount of the payment for the goods is set out in an agreement in writing between the charity or its directors (as the case may be) and the director or connected person supplying the goods ("the supplier") under which the supplier is to supply the goods in question to or on behalf of the charity;
- b) The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances 'for the supply of the goods in question;
- c) The other directors are satisfied that it is in the best interests of the charity to contract with the supplier rather than with someone who is not a director or connected person. In reaching that decision the directors must balance the advantage of contracting with a director or connected person against the disadvantages of doing so;
- d) The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the charity;
- e) The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of directors is present at the meeting;
- f) The reason for their decision is recorded by the directors in the minute book;
- g) A majority of the directors then in office are not in receipt of remuneration or payments authorised these articles.

(15) In this article "charity" shall include any company in which the charity holds more than 50% of the shares or controls more than 50% of the voting rights attached to the shares or has the right to appoint one or more directors to the board of the company.

(16) In this article "connected person" means:

- (i) a child, parent, grandchild, grandparent, brother or sister of the director;
- (ii) the spouse or civil partner of the director or of any of the above;
- (iii) a person carrying on business in partnership with the director or any of the above;
- (iv) an institution which is controlled by the director or any connected person falling within paragraphs (i), (ii), or (iii) above; or by two or more persons falling within paragraph (i), when taken together;
- (v) a body corporate in which the director or any connected person falling within paragraphs (i) to (iii) has a substantial interest; or two or more persons falling within paragraph (i) who, when taken together, have a substantial interest.

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

Members

7 (1) There shall be seven members of the charity of whom the three under (a)-(c) below shall be designated as “core” members and the four under (d) below shall be designated “independent” members:

(a) One shall be nominated by the Bishop of the Diocese of Exeter of the Church of England;

(b) One shall be nominated by the Bishop of the Diocese of Truro of the Church of England;

(c) One shall be nominated by the Methodist Districts of Cornwall and Plymouth & Exeter;
and

(d) Four shall be independent members appointed on the basis of their relevant skills and experience.

(2) The charity must maintain a register of members.

(3) Membership is terminated if the member concerned:

a) Gives written notice of resignation to the charity:

b) Dies;

c) Where the appointment falls under Article 7(1)(a)-(c) above, has his appointment terminated by the relevant appointing person or body stated in writing to the relevant member and to the charity.

- d) Where the appointment falls under Article 7(1)(d) above, is removed from membership by resolution of the trustees on the ground that in their reasonable opinion the member's continued membership is not in the best interests of the charity (but only after notifying the member in writing and considering the matter in the light of any written representations which the member concerned puts forward within 14 clear days after receiving notice);

(4) Membership of the charity is not transferable.

General meetings

8 (1) The charity must hold its first annual general meeting within eighteen months after the date of its incorporation.

(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.

(3) The directors may call a general meeting at any time.

Notice of general meetings

9 (1) The minimum periods of notice required to hold a general meeting of the charity are:

(a) fourteen clear days for an annual general meeting or a general meeting called for the passing of a special resolution;

(b) fourteen clear days for all other general meetings.

(2) A general meeting may be called by shorter notice if it is so agreed by a majority in number of members having a right to attend and vote at the meeting, being a majority who together hold not less than 90 percent of the total voting rights.

(3) The notice must specify the 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. The notice must also contain a statement setting out the right of members to appoint a proxy under section 324 of the Companies Act 2006.

(4) The notice must be given to all the members and to the directors and auditors.

(5) The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the charity.

Proceedings at general meetings

10 (1) No business shall be transacted at any general meeting unless a quorum is present.

(2) A quorum is three members present in person or by proxy and entitled to vote upon the business to be conducted at the meeting.

(3) If a quorum is not present within half an hour from the time appointed for the meeting or during a meeting a quorum ceases to be present, the meeting shall be adjourned to such time and place as the directors shall determine.

(4) 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.

(5) If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting, the members present in person or by proxy at that time shall constitute the quorum for that meeting.

(6) General meetings shall be chaired by the person who has been appointed to chair meetings of the directors.

(7) If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting, a director nominated by the directors shall chair the meeting.

(8) If there is only one director present and willing to act, he or she shall chair the meeting.

(9) If no director is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present in person or by proxy and entitled to vote must choose one of their number to chair the meeting.

(10) The members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.

(11) The person who is chairing the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution.

(12) No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.

(13) If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date, time and place of the meeting.

(14) Any vote at a meeting shall be decided by a show of hands.

(15) The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive.

(16) The result of the vote must be recorded in the minutes of the charity.

Written resolutions

11 (1) A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that:

(a) a copy of the proposed resolution has been sent to every eligible member;

(b) a simple majority (or in the case of a special resolution a majority of not less than 75%) of members has signified its agreement to the resolution; and

(c) it is contained in an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date.

(2) A resolution in writing may comprise several copies to which one or more members have signified their agreement.

Votes of members

12 (1) Every member shall have one vote.

(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.

Directors

13 (1) A director must be a natural person aged 16 years or older.

(2) No one may be appointed a director if he or she would be disqualified from acting under the provisions of article 17.

(3) The number of directors shall be seven (unless otherwise determined by ordinary resolution).

(4) A director may not appoint an alternate director or anyone to act on his or her behalf at meetings of the directors.

Powers of directors

14 (1) The directors shall manage the strategic business of the charity and may exercise all the powers of the charity unless they are subject to any restrictions imposed by the Companies Acts, the articles or any special resolution.

(1A) The directors shall appoint a Principal, to be responsible for the everyday operations of the charity and to serve as Company Secretary.

(2) No alteration of the articles or any special resolution shall have retrospective effect to invalidate any prior act of the directors.

(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.

Retirement of directors

15 (1) At each annual general meeting one of the core directors and one of the independent directors must retire from office after they have served for a continuous period of three years or more.

(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 they otherwise agree among themselves) be determined by lot.

(3) If a director is required to retire at an annual general meeting by a provision of the articles, the retirement shall take effect upon the conclusion of the meeting.

(4) Directors are eligible to be nominated and appointed again for a further term or terms.

Appointment of directors

16 (1) The charity may by ordinary resolution:

(a) appoint a person who is willing to act to be a director; and

(b) determine the rotation in which any additional directors are to retire.

(2) All members of the charity are required to be and will be appointed as directors.

There shall be seven directors of whom three nominated members under article 7(1)(a)-(c) above shall be designated as “core” directors and four appointed members under article 7(1)(d) above shall be designated “independent” directors. The first four “independent” directors shall be appointed by the “core” directors and thereafter shall be appointed by the board of directors as a whole.

(3) 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.

(4) The directors may appoint a person who is willing to act to be a director. 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.

(5) The appointment of a director, whether by the charity in general meeting or by the other directors, must not cause the number of directors to exceed seven.

13 (1) A director must be a natural person aged 16 years or older.

(2) No one may be appointed a director if he or she would be disqualified from acting under the provisions of article 17.

(3) A director may not appoint an alternate director or anyone to act on his or her behalf at meetings of the directors.

Disqualification and removal of directors

17 A director shall cease to hold office if he or she:

- 1) ceases to be a director by virtue of any provision in the Companies Acts or is prohibited by law from being a director;
- 2) is disqualified from acting as a trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
- 3) ceases to be a member of the charity;
- 4) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- 5) 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); or
- 6) is absent without the permission of the directors from all their meetings held within a period of six consecutive months and the directors resolve that his or her office be vacated.

Remuneration of directors

18 The directors must not be paid any remuneration.

Proceedings of directors

19 (1) The directors may regulate their proceedings as they think fit, subject to the provisions of the articles.

(1A) The principal, heads of department of the charity and the General Synod representative for the time being, shall be entitled to be in non-voting attendance at meetings of the directors, except for those items of business that a majority of the directors shall designate as reserved, and will be entitled to participate in, speak at and be consulted in such meetings.

(2) Any director may call a meeting of the directors.

(3) The principal/company secretary must call a meeting of the directors if requested to do so by a director.

(4) Questions arising at a meeting shall be decided by a majority of votes.

(5) In the case of an equality of votes, the person who is chairing the meeting shall have a second or casting vote.

(6) A meeting may be held by suitable electronic means agreed by the directors in which each participant may communicate with all the other participants.

(7) No decision may be made by a meeting of the directors unless a quorum is present at the time the decision is purported to be made. 'Present' includes being present by suitable electronic means agreed by the directors in which a participant or participants may communicate with all the other participants.

(8) The quorum shall be two or such larger number as may be decided from time to time by the directors.

(9) A director shall not be counted in the quorum present when any decision is made about a matter upon which that director is not entitled to vote.

20 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.

21 (1) The directors shall appoint a director to chair their meetings and may at any time revoke such appointment.

(2) 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 ten minutes after the time appointed for the meeting, the directors present may appoint one of their number to chair that meeting.

(3) The person appointed to chair meetings of the directors shall have no functions or powers except those conferred by the articles or delegated to him or her by the directors.

22 (1) A resolution in writing or in electronic form agreed by all of the directors entitled to receive notice of a meeting 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 duly convened and held.

(2) The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more directors has signified their agreement.

Council

22A (1) Once a year the directors shall convene a "Council" which shall comprise the directors, all the staff of the charity and representatives of every constituency on which in the judgment of the directors its work impinges, including a representative selection of students elected from their number.

(2) The directors shall consult the Council on matters relating to the running of the charity, especially the educational experience of students, and shall consider and minute their response to issues raised by the Council.

(3) The chair of the board of directors shall nominate the chair of the Council.

Delegation

23 (1) The directors may delegate any of their powers or functions to a committee of two or more directors but the terms of any delegation must be recorded in the minute book.

(1A) The delegated committee may co-opt non-members to assist and advise them in reaching their decisions.

(2) The directors may impose conditions when delegating, including the conditions that:

(a) the relevant powers are to be exercised exclusively by the committee to whom they delegate;

(b) no expenditure may be incurred on behalf of the charity except in accordance with a budget previously agreed with the directors.

(3) The directors may revoke or alter a delegation.

(4) All acts and proceedings of any committees must be fully and promptly reported to the directors.

Declaration of directors' interests

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

Conflicts of interests

25 (1) If a conflict of interests arises for a director because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the articles, the unconflicted directors may authorise such a conflict of interests where the following conditions apply:

- a) the conflicted director is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;
- b) the conflicted director does not vote on any such matter and is not to be counted when considering whether a quorum of directors is present at the meeting; and
- c) the unconflicted directors consider it is in the interests of the charity to authorise the conflict of interests in the circumstances applying.

(2) In this article a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a director or to a connected person.

Validity of directors' decisions

26 (1) Subject to article 26(2), all acts done by a meeting of directors, or of a committee of directors, shall be valid notwithstanding the participation in any vote of a director:

- a) who was disqualified from holding office;
- b) who had previously retired or who had been obliged by the constitution to vacate office;
- c) who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;

if without:

- d) the vote of that director; and
- e) that director being counted in the quorum;

the decision has been made by a majority of the directors at a quorate meeting.

(2) Article 26(1) does not permit a director or a connected person to keep any benefit that may be conferred upon him or her by a resolution of the directors or of a committee of directors if, but for article 26(1), the resolution would have been void, or if the director has not complied with article 24.

Minutes

27 The directors must keep minutes of all:

- a) appointments of officers made by the directors;
- b) proceedings at meetings of the charity;
- c) meetings of the directors and committees of directors including:
 - 1) the names of the directors present at the meeting;
 - 2) the decisions made at the meetings; and
 - 3) where appropriate the reasons for the decisions.

Accounts

28 (1) The directors must prepare for each financial year accounts as required by the Companies Acts. The accounts must be prepared to show a true and fair view and

follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.

(2) The directors must keep accounting records as required by the Companies Acts.

Annual Report and Return and Register of Charities

29 (1) The directors must comply with the requirements of the Charities Act 1993 with regard to the:

- a) transmission of a copy of the statements of account to the Commission;
- b) preparation of an Annual Report and the transmission of a copy of it to the Commission;
- c) preparation of an Annual Return and its transmission to the Commission.

(2) The directors must notify the Commission promptly of any changes to the charity's entry on the Central Register of Charities.

Means of communication to be used

30 (1) Subject to the articles, anything sent or supplied by or to the charity under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the charity.

(2) Subject to the articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.

31 Any notice to be given to or by any person pursuant to the articles:

- a) must be in writing; or
- b) must be given in electronic form.

32 The charity may give any notice to a member either:

- a) personally; or
- b) by sending it by post in a prepaid envelope addressed to the member at his or her address; or
- c) by leaving it at the address of the member; or
- d) by giving it in electronic form to the member's address; or

- e) by placing the notice on a website and providing the person with a notification in writing or in electronic form of the presence of the notice on the website. The notification must state that it concerns a notice of a company meeting and must specify the place date and time of the meeting.

33 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.

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

(2) Proof that an electronic form of notice was given shall be conclusive where the company can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act 2006.

35 In accordance with section 1147 of the Companies Act 2006, notice shall be deemed to be given:

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

Indemnity

36 The charity shall indemnify any director against any liability incurred by him or her in that capacity, to the extent permitted by sections 232 to 234 of the Companies Act 2006.

37 The charity may indemnify an auditor against any liability incurred by him or her or it.

Rules

38 (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.

(2) The charity in general meeting has the power to alter, add to or repeal the rules or bye laws.

(3) The directors must adopt such means as they think sufficient to bring the rules and bye laws to the notice of members of the charity.

(4) 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 articles.

Dissolution

39 (1) The members of the charity may at any time before, and in expectation of, its

dissolution resolve that any net assets of the charity after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the charity be applied or transferred in any of the following ways:

- a) directly for the objects; or
- b) by transfer to any charity or charities for purposes similar to the objects; or
- c) by transfer to any charity or charities for use for particular purposes that fall within the objects.

(2) Subject to any such resolution of the members of the charity, the directors of the charity may at any time before, and in expectation of, its dissolution resolve that any net assets of the charity after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the charity be applied or transferred in any of the following ways:

- d) directly for the objects; or
- e) by transfer to any charity or charities for purposes similar to the objects; or
- f) by transfer to any charity or charities for use for particular purposes that fall within the objects.

(3) In no circumstances shall the net assets of the charity be paid to or distributed among the members of the charity and, if no resolution in accordance with article 39(1) is passed by the members or the directors, the net assets of the charity shall be applied for charitable purposes as directed by the court or the Commission.