

The Companies Act 2006

Company Limited by Guarantee and not having a Share Capital

Articles of Association
of
The Swedish Church in London

final version 03 05 MMXIII

Bates Wells & Braithwaite London LLP
2-6 Cannon Street
London EC4M 6YH
(Telephone: 020 7551 7777)
www.bwblp.com
205314/0003/BWB/Articles

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Articles of Association of the Swedish Church in London

BACKGROUND

- (A) Ulrika Eleonora Swedish Parish in London, which was founded in 1710 is a parish of The Church of Sweden, whose faith, confession and doctrine is set down in chapter 1 of the Constitution of the Church of Sweden.
- (B) As from 1 January 1989 the parish has been administratively linked to the Board for The Church of Sweden Abroad. The Board is responsible for the furtherance of The Church of Sweden Abroad in accordance with instruction agreed by the General Synod of the Church of Sweden.
- (C) From 1 November 2002, the Church of Sweden Abroad became part of the Diocese of Visby, whose Bishop and Chapter are responsible for overseeing the activities of the Church of Sweden Abroad. The Bishop of Visby has been entrusted with the episcopal oversight of The Church of Sweden Abroad and hence of Ulrika Eleonora Swedish (Parish) Church and Congregation in London.
- (D) The Church previously operated as an unincorporated association governed by a constitution, most recently updated in December 2009. The company governed by these Articles of Association has been established as the corporate successor to carry on the work of the Church.
- (E) The relationship, as regards Archives, Church Wardens, Collections, the keeping and handling of Parish Register, the use of premises, Staff sent from Sweden and pecuniary matters, between the Church of Sweden Abroad and the Swedish Church in London is regulated in a written Oversight Agreement.
- (F) The Swedish Church in London works according to Swedish Church Ordinance as regards; Book of Common Prayers, Baptism, Holy Communion, Confession, Confirmation, Marriage Services and Blessings, Funerals and the Ecclesiastical Year.

INTERPRETATION

1. Defined terms

The interpretation of these Articles is governed by the provisions set out in the Schedule at the end of the Articles.

OBJECTS AND POWERS

2. Objects

The objects of the Church are:

- 2.1 to advance the Christian faith for the benefit of the public in accordance with the doctrine set down in chapter 1 of the Constitution of The Church of Sweden, and
- 2.2 to promote any purpose which is exclusively charitable under English law, primarily but not exclusively for the benefit of Swedes living in the British Isles and those closely associated with them and related institutions.

3. Powers

To further its objects the Church may:

- 3.1 celebrate services, teach and carry out diaconal, missionary and ecumenical work;
- 3.2 arrange cultural activities, social work and social activities;
- 3.3 promote ecumenical relations and consultation with other churches in the Area of Benefit, and participate in the area conference of The Church of Sweden Abroad;
- 3.4 organise and assist in the provision of conferences, courses of instruction, exhibitions, lectures and other educational activities;
- 3.5 publish and distribute books, pamphlets, reports, leaflets, journals, films, tapes and instructional matter on any medium;
- 3.6 promote, encourage, carry out or commission research, surveys, studies or other work, making the useful results available;
- 3.7 provide or procure the provision of counselling, guidance and advice;
- 3.8 provide bursaries and make grants to individuals or charitable organisations and establish and support or aid in the establishment and support of any other organisations and subscribe, lend or guarantee money or property for charitable purposes (including outside the Area of Benefit);
- 3.9 enter into contracts to provide services to or on behalf of other bodies;
- 3.10 take on the transfer of assets (subject to any liabilities) and undertaking of the unincorporated charity known as Ulrika Eleonora Swedish Parish in London (registered charity number 1134949) (the 'Unincorporated Charity') and act as its corporate successor;
- 3.11 acquire or rent any property of any kind and any rights or privileges in and over property and construct, maintain, alter and equip any buildings or facilities;
- 3.12 dispose of or deal with all or any of its property with or without payment and subject to such conditions as the Trustees think fit (in exercising this power the Church must comply as appropriate with the Charities Act 2011);

- 3.13 borrow or raise and secure the payment of money for any purpose including for the purposes of investment or of raising funds, including charging property as security for the repayment of money borrowed or as security for a grant or the discharge of an obligation (the Church must comply as appropriate with the Charities Act 2011 if it wishes to mortgage land);
- 3.14 set aside funds for special purposes or as reserves against future expenditure;
- 3.15 invest the Church's money not immediately required for its objects in or upon any investments, securities, or property;
- 3.16 arrange for investments or other property of the Church to be held in the name of a nominee or nominees and pay any reasonable fee required;
- 3.17 provide and assist in the provision of money, materials or other help;
- 3.18 lend money and give credit to, take security for such loans or credit and guarantee or give security for the performance of contracts by any person or company;
- 3.19 open and operate bank accounts and other facilities for banking and draw, accept, endorse, issue or execute promissory notes, bills of exchange, cheques and other instruments;
- 3.20 accept (or disclaim) gifts of money and any other property;
- 3.21 raise funds by way of subscription, donation or otherwise;
- 3.22 trade in the course of carrying out the objects of the Church and carry on any other trade which is not expected to give rise to taxable profits;
- 3.23 incorporate and acquire subsidiary companies to carry on any trade;
- 3.24 subject to Article 41 (limitation on private benefits):
 - 3.24.1 engage and pay employees, consultants and professional or other advisers; and
 - 3.24.2 make reasonable provision for the payment of pensions and other retirement benefits to or on behalf of employees and their spouses and dependants;
- 3.25 become a member, associate or affiliate of or act as trustee or appoint trustees of any other organisation (including without limitation any charitable trust of permanent endowment property held for any of the charitable purposes included in the Church's objects);
- 3.26 undertake and execute charitable trusts;
- 3.27 amalgamate or merge with or acquire or undertake all or any of the property, liabilities and engagements of any body;

- 3.28 co-operate with charities, voluntary bodies, statutory authorities and other bodies also outside of the Area of Benefit and exchange information and advice with them;
- 3.29 pay out of the funds of the Church the costs of forming and registering the Church;
- 3.30 insure the property of the Church against any foreseeable risk and take out other insurance policies as are considered necessary by the Trustees to protect the Church;
- 3.31 provide indemnity insurance for the Trustees or any other officer of the Church in accordance with, and subject to the conditions in, Section 189 of the Charities Act 2011 (provided that in the case of an officer who is not a Trustee, the second and third references to "charity trustees" in the said Section 189(1) shall be treated as references to officers of the Church); and
- 3.32 do all such other lawful things as may further the Church's objects.

MEMBERS

BECOMING AND CEASING TO BE A MEMBER

4. Becoming a member

- 4.1 The members of the Church shall be the subscribers to the Memorandum of Association of the Church and other persons admitted to membership by the Trustees in accordance with the Articles.
- 4.2 Membership of the Church is open to anyone who is interested in furthering its purposes, and who, by applying for membership, has agreed to become a member. Only natural persons may be members of the Church; organisations or corporations are not eligible to become members.
- 4.3 With the exception of the subscribers to the Memorandum, no person may become a member of the Church unless:
 - 4.3.1 s/he is 18 years old or over;
 - 4.3.2 s/he person has applied for membership in a manner approved by the Trustees; and
 - 4.3.3 the Trustees have approved the application.
- 4.4 Persons under the age of 18 may be part of the congregation through participating in the activities of the Church (but they are not members for the purposes of the Companies Act or these Articles).
- 4.5 The Trustees may in their absolute discretion decline to accept any person as a member but only if they believe that it is necessary in the best interests of the Church to do so. The Trustees shall, if they decide to refuse an application for membership, give the applicant their reasons for doing so

within 21 days of the decision being taken, and give the applicant the opportunity to appeal against the refusal. The Trustees shall give fair consideration to any such appeal, and shall promptly inform the applicant of their decision, but any decision to confirm refusal of the application for membership shall be final. Persons who are declined membership (or removed from membership in accordance with Article 5.2.4 may remain part of the congregation and participate in the activities of the Church unless the Trustees resolve that it is necessary to exclude such a person from the Church's activities to ensure the safety of other members of the congregation.

- 4.6 It is the duty of each member to exercise his or her powers as a member in the way he or she decides in good faith would be most likely to further the purposes of the Church.

Subscriptions

- 4.7 The Church may require members to pay reasonable membership fees or subscriptions which shall be set by the members at the Annual Church Members' Meeting.

Register of members

- 4.8 The names of the members of the Church must be entered in the register of members.

5. Termination of membership

- 5.1 Membership is not transferable.
- 5.2 A member shall cease to be a member:
- 5.2.1 if the member dies;
 - 5.2.2 the member sends a notice of resignation to the Trustees;
 - 5.2.3 if any subscription or other sum payable by the member to the Church is not paid on the due date and remains unpaid at the end of the period of six calendar months (beginning with the due date) and the Trustees decide to remove the individual concerned from membership for this reason (at the Trustees' discretion as removal of the member is not by default). The Trustees may re-admit to membership any person who ceases to be a member on this ground on him or her paying such reasonable sum as the Trustees may determine; or
 - 5.2.4 if, at a meeting of the Trustees, a resolution is passed resolving that the member be expelled on the grounds that removal of a member is necessary in the best interests of the Church. Such a resolution may not be passed unless the member has been given at least 21 Clear Days' notice that the resolution is to be proposed, specifying the circumstances alleged to justify expulsion, and has been afforded a reasonable opportunity of being heard by or of making written representations to the Trustees. A member expelled by such a

resolution shall nevertheless remain liable to pay to the Church any subscription or other sum owed by him or her.

ORGANISATION OF CHURCH MEMBERS' MEETINGS

6. Reserve power of the Church Members' Meeting

- 6.1 Control of:
 - 6.1.1 election of the Chair of the Church Members' Meeting.
 - 6.1.2 changes to the Articles (which requires a special resolution in accordance with company law),
 - 6.1.3 the appointment and removal of Trustees,
 - 6.1.4 appointment of auditors,
 - 6.1.5 setting of subscriptions for members, and
 - 6.1.6 approving Annual Accounts and Auditors' Report,
- is vested in the members, subject to these Articles and the Companies Act.
- 6.2 The members may, by special resolution, direct the Trustees to take, or refrain from taking, specified action.
 - 6.3 No such special resolution invalidates anything which the Trustees have done before the passing of the resolution.

7. Church Members' Meetings

- 7.1 General meetings of the Church held in accordance with the Companies Act and these Articles are referred to in these Articles as Church Members' Meetings.
- 7.2 The Church must hold an Annual Church Members' Meeting within 18 months of incorporation and afterwards once in every calendar year and not more than 15 months shall pass between one Annual Church Members' Meeting and the next. It shall be held at such time and place as the Trustees think fit.
- 7.3 In addition, the Trustees may call a Church Members' Meeting at any time.
- 7.4 The Trustees must call a Church Members' Meeting if required by a minimum of 30 members (this is in addition to the members' powers to requisition a meeting under the Companies Acts).
- 7.5 Church Members' Meetings should preferably be held on Sundays, immediately after the church service.

8. Length of notice

- 8.1 All Church Members' Meetings must be called by at least 14 Clear Days' notice.

9. Contents of notice

- 9.1 Every notice calling a Church Members' Meeting must specify the place, day and time of the meeting.
- 9.2 The notice of any general meeting must:
- 9.2.1 give particulars of any resolution which is to be proposed at the meeting (including members' motions and the trustee's responses), and of the general nature of any other business to be dealt with at the meeting;
 - 9.2.2 if a proposal to alter the Articles of the Swedish Church in London is to be considered at the meeting, include the text of the proposed alteration;
 - 9.2.3 include persons standing for election or re-election as trustee, or details of where the information may be found on the Swedish Church in London's notice board and, if the meeting is an Annual Church Members' Meeting, the annual statement of accounts and trustees' annual report; and
 - 9.2.4 In every notice calling a Church Members' Meeting there must appear with reasonable prominence a statement informing the member of his or her rights to appoint another person as his or her proxy at the meeting.
- 9.3 If the Church gives an electronic Address in a notice calling a meeting, it will be deemed to have agreed that any Document or information relating to proceedings at the meeting may be sent by Electronic Means to that Address (subject to any conditions or limitations specified in the notice).

10. Service of notice

- 10.1 Notice of Church Members' Meetings must be given to every member and to the auditors of the Church.
- 10.2 In addition, notice shall be given through an announcement during the service on two preceding, consecutive Sundays, and on the same Sunday as the Members' Meeting is held, as well as posted on the Church's web site and notice board at least 14 clear days before the meeting.

11. Attendance and speaking at Church Members' Meetings

- 11.1 All Members have the right to speak of any information or opinions on the business of the meeting. This can be done either by being present at a meeting or by proxy.

- 11.2 A person is able to exercise the right to vote at a Church Members' Meeting when:
- 11.2.1 that person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and
 - 11.2.2 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.
- 11.3 The chair of the meeting appointed in accordance with 13.1 may make whatever arrangements s/he considers appropriate to enable those attending a Church Members' Meeting to exercise their rights to speak or vote at it.

12. Quorum for Church Members' Meetings

- 12.1 No business (other than the appointment of the chair of the meeting) may be transacted at a Church Members' Meeting unless a quorum is present.
- 12.2 The quorum shall be (in each case represented in person or by proxy) 20 members, unless the resolution is to either change the 'Objects' or dissolve the Church, in which case the required quorum is 50 members.
- 12.3 If a quorum is not present within half an hour from the time appointed for the meeting:
- 12.3.1 the chair of the meeting may adjourn the meeting to such day, time and place (within 14 days of the original meeting) as s/he thinks fit; and
 - 12.3.2 failing adjournment by the chair of the meeting, the meeting shall stand adjourned to the same day in the next week at the same time and place, or to such day (within 14 days of the original meeting), time and place as the Trustees may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting those present and entitled to vote shall be a quorum.

13. Chairing Church Members' Meetings

- 13.1 The Members shall at each Church Members' Meeting elect a Chair, following nomination(s) by the Trustees.

14. Attendance and speaking by non-members

- 14.1 The chair of the meeting may permit other persons who are not members of the Church (or otherwise entitled to exercise the rights of members in relation to general meetings) to attend and speak but not vote at a Church Members' Meeting.

15. Adjournment

- 15.1 The chair of the meeting may adjourn a Church Members' Meeting at which a quorum is present if:
 - 15.1.1 the meeting consents to an adjournment; or
 - 15.1.2 it appears to the chair of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.
- 15.2 The chair of the meeting must adjourn a Church Members' Meeting if directed to do so by the meeting.
- 15.3 When adjourning a Church Members' Meeting, the chair of the meeting must either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the Trustees. S/he should take into consideration the wishes of the members at the meeting.
- 15.4 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Church must give at least 7 Clear Days' notice of it:
 - 15.4.1 to the same persons to whom notice of the Church Members' Meetings is required to be given; and
 - 15.4.2 containing the same information which such notice is required to contain.
- 15.5 No business may be transacted at an adjourned Church Members' Meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

VOTING AT CHURCH MEMBERS' MEETINGS

16. Voting: general

- 16.1 A resolution put to the vote of a Church Members' Meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the Articles.
- 16.2 On a vote on a resolution at a meeting on a show of hands, unless a poll is duly demanded, a declaration by the chair of the meeting that the resolution:
 - 16.2.1 has or has not been passed; or
 - 16.2.2 passed with a particular majority;is conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. An entry in respect of such a declaration in minutes of the meeting recorded in

accordance with Article 48 is also conclusive evidence of that fact without such proof.

16.3 An Electoral Register must be available at the beginning of the meeting.

17. Votes

Votes on a show of hands

17.1 On a vote on a resolution which is carried out by a show of hands, the following persons have one vote each:

17.1.1 each member present in person; and

17.1.2 each proxy present who has been duly appointed by one or more persons entitled to vote on the resolution

provided that if a person attending the meeting falls within both of the above categories, s/he is not entitled to cast more than one vote but shall instead have a maximum of one vote.

Votes on a poll

17.2 On a vote on a resolution which is carried out by a poll, the following persons have one vote each:

17.2.1 every member present in person; and

17.2.2 every member present by proxy.

General

17.3 In the case of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall not be entitled to a casting vote in addition to any other vote s/he may have.

17.4 No member shall be entitled to vote at any Church Members' Meeting unless all monies presently payable by him or her to the Church have been paid.

18. Errors and disputes

18.1 Any objection raised against qualification of any person voting at a Church Members' Meeting must be raised at the meeting at which the vote objected to is tendered.

18.2 Any such objection must be referred to the chair of the meeting whose decision is final.

18.3 Every vote allowed at the meeting is valid.

19. Poll votes

19.1 A poll on a resolution may be demanded:

19.1.1 in advance of the Church Members' Meeting where it is to be put to the vote; or

19.1.2 at a Church Members' Meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.

19.2 A poll may be demanded by:

19.2.1 the chair of the meeting;

19.2.2 two or more persons having the right to vote on the resolution; or

19.2.3 any person, who, by virtue of being appointed proxy for one or more members having the right to vote on the resolution, holds two or more votes.

19.3 A demand for a poll may be withdrawn if:

19.3.1 the poll has not yet been taken; and

19.3.2 the chair of the meeting consents to the withdrawal.

20. Procedure on a poll

20.1 Subject to the Articles, polls at Church Members' Meetings must be taken at that meeting and in such manner as the chair of the meeting directs.

Results

20.2 The chair of the meeting may appoint scrutineers (who must be members) and decide how and when the result of the poll is to be declared.

20.3 The result of a poll shall be the decision of the meeting in respect of the resolution on which the poll was demanded.

TRUSTEES AND RECTOR

TRUSTEES' POWERS AND RESPONSIBILITIES

21. Trustees' general authority

Subject to the Articles, the Trustees are responsible for the management of the Church's business, for which purpose they may exercise all the powers of the Church.

22. Chair

22.1 The Chair of Trustees shall be appointed (or re-appointed) by the Trustees on an annual basis at the first Trustees' meeting following the Annual Church Members' Meeting.

23. Trustees may delegate

- 23.1 Subject to the Articles, the Trustees may delegate any of their powers or functions (but not their responsibilities) to any committee.
- 23.2 Subject to the Articles, the Trustees may delegate the implementation of their decisions or day to day management of the affairs of the Church to any person or committee.
- 23.3 Any delegation by the Trustees may be by such means; to such an extent; in relation to such matters or territories; and on such terms and conditions as they think fit.
- 23.4 The Trustees may revoke any delegation in whole or part, or alter its terms and conditions.

24. Committees

- 24.1 There shall be a Nominations Committee, a Church Warden Committee and an Audit Committee. Other committees may be established as the Trustees see fit.
- 24.2 In the case of delegation to committees, apart from the Nomination Committee:
 - 24.2.1 at least one Trustee (chosen by the Trustees) shall serve on each committee and the Trustee or Trustees appointed to serve on the committee shall have power to co-opt other committee members as they think fit;
 - 24.2.2 the deliberations of any committee must be reported regularly to the Trustees and any resolution passed or decision taken by any committee must be reported promptly to the Trustees;
 - 24.2.3 the Trustees may make such regulations and impose such terms and conditions and give such mandates to any committee as they may from time to time think fit; and
 - 24.2.4 no committee shall knowingly incur expenditure or liability on behalf of the Church except where authorised by the Trustees or in accordance with a budget which has been approved by the Trustees.
- 24.3 The meetings and proceedings of any committee shall be governed by the Articles regulating the meetings and proceedings of the Trustees so far as they apply and are not superseded by any regulations made by the Trustees.

25. Functions and duties of the Nomination Committee

- 25.1 Three members will make up the Nomination Committee. One is chosen by the Trustees and the others by the Members' Meeting, for a year at a time.

The Nomination Committee shall:

- 25.1.1 accept nominations from members for available trustee positions;
- 25.1.2 perform due diligence for each of the nominated persons;
- 25.1.3 consult trustees to gather information about requirements in terms of specific skills and knowledge required to complement incumbent trustees; and
- 25.1.4 present all and recommend most suitable candidates to the Church Members' Meeting.

25.2 Eligibility. Every member of the Nomination Committee must be a member of the Swedish Church in London.

26. Delegation of investment management

The Trustees may delegate the management of investments to a Financial Expert or Experts provided that:

- 26.1 the investment policy is set down in Writing for the Financial Expert or Experts by the Trustees;
- 26.2 timely reports of transactions are provided to the Trustees;
- 26.3 the performance of the investments is reviewed regularly with the Trustees;
- 26.4 the Trustees are entitled to cancel the delegation arrangement at any time;
- 26.5 the investment policy and the delegation arrangements are reviewed regularly;
- 26.6 all payments due to the Financial Expert or Experts are on a scale or at a level which is agreed in advance; and
- 26.7 the Financial Expert or Experts must not do anything outside the powers of the Trustees.

27. Rector

- 27.1 The Rector is appointed by The Church of Sweden Abroad and takes instruction from them as well as from the Trustees. S/he is responsible for the Church's spiritual and pastoral care and manages the Church's activities in the British Isles. It is the Rector's responsibility that all activities are in agreement with the Faith, Confession, Doctrines and Teachings of the Church of Sweden.
- 27.2 To the Rector is delegated authority to arrange the day to day management of the Church in accordance with the budget approved by the Trustees and report in this capacity to the Trustees.

27.3 Staff may be employed locally or provided by The Church of Sweden. In both cases the staff report to the Rector

27.4 The Trustees shall provide the Rector with a description of his or her role and the extent of his or her authority

28. Rules

28.1 A Church Members' Meeting may from time to time make, repeal or alter such rules as they think fit as to the management of the Church and its affairs. The rules shall be binding on all members of the Church. No rule shall be inconsistent with the Companies Acts, the Articles or any rule of law.

28.2 The rules may regulate the following matters but are not restricted to them:

28.2.1 the duties of any officers or employees of the Church;

28.2.2 the admission of members of the Church and the benefits conferred on such members, and any subscriptions, fees or payments to be made by members;

28.2.3 the conduct of business of the Trustees or any committee (including, without limitation, how the Trustees make decisions and how such rules are to be recorded or communicated to Trustees);

28.2.4 the procedure at Church Members' Meetings;

28.2.5 any of the matters or things within the powers or under the control of the Trustees; and

28.2.6 generally, all such matters as are commonly the subject matter of Church rules.

DECISION-MAKING BY TRUSTEES

29. Trustees to take decisions collectively

Any decision of the Trustees must be either:

29.1 by decision of a majority of the Trustees present and voting at a quorate Trustees' meeting (subject to Article 34); or

29.2 a decision taken in accordance with Article 35.

30. Calling a Trustees' meeting

30.1 Any Trustee may (and the Secretary, if any, must at the request of a Trustee) call a Trustees' meeting.

30.2 There shall be at least five Trustees' meetings in any one calendar year.

30.3 Notice of Trustees' meetings must be given to each Trustee.

30.4 Subject to the provisions of Articles 30.1 to 30.3, the Trustees shall decide how their meetings are to be called, and what notice is required.

30.5 Article 44 shall apply, and notice of Trustees' meetings may be sent by Electronic Means to an Address provided by the Trustee for the purpose.

31. Participation in Trustees' meetings

31.1 Subject to the Articles, Trustees participate in a Trustees' meeting, or part of a Trustees' meeting, when:

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

31.1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

31.2 In determining whether Trustees are participating in a Trustees' meeting, it is irrelevant where any Trustee is or how they communicate with each other.

31.3 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.

32. Quorum for Trustees' meetings

32.1 At a Trustees' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

32.2 The quorum for Trustees' meetings may be fixed from time to time by a decision of the Trustees, but it must never be less than three, and unless otherwise fixed it is three or no less than 50% of the total number of Trustees, whichever is the greater.

32.3 If the total number of Trustees for the time being is fewer than three the Trustees may appoint further Trustees, subject to the limitations in Article 39.4. They may also call a Church Members' Meeting to enable the members to appoint further Trustees. The Trustees may not take any decisions if there are fewer Trustees than the quorum required.

33. Chairing of Trustees' meetings

The Chair, if any, or in his or her absence another Trustee nominated by the Trustees present shall preside as chair of each Trustees' meeting.

34. Casting vote

34.1 If the numbers of votes for and against a proposal at a Trustees' meeting are equal, the chair of the meeting has a casting vote in addition to any other vote s/he may have.

34.2 Article 34.1 does not apply if, in accordance with the Articles, the chair of the meeting is not to be counted as participating in the decision-making process for quorum or voting purposes.

35. Decisions without a meeting

35.1 The Trustees may, in the circumstances outlined in this Article, make a majority decision without holding a Trustees' meeting.

35.2 If:

35.2.1 a Trustee has become aware of a matter on which the Trustees need to take a decision;

35.2.2 that Trustee has taken all reasonable steps to make all the other Trustees aware of the matter and the decision;

35.2.3 the Trustees have had a reasonable opportunity to communicate their views on the matter and the decision to each other; and

35.2.4 a majority of the Trustees vote in favour of a particular decision on that matter;

a decision of the Trustees may be taken by majority and shall be as valid and effectual as if it had been taken at a Trustees' meeting duly convened and held.

35.3 Trustees participating in the taking of a majority decision otherwise than at a Trustees' meeting in accordance with this Article:

35.3.1 may be in different places, and may participate at different times; and

35.3.2 may communicate with each other by any means.

35.4 The Chair, or such other Trustee as shall be appointed by the Trustees shall be the chair of the process of decision-making in accordance with this Article.

36. Trustee interests and management of conflicts of interest

Declaration of interests

36.1 Unless Article 36.2 applies, a Trustee must declare the nature and extent of:

36.1.1 any direct or indirect interest which s/he has in a proposed transaction or arrangement with the Church; and

36.1.2 any duty or any direct or indirect interest which s/he has which conflicts or may conflict with the interests of the Church or his or her duties to the Church.

- 36.2 There is no need to declare any interest or duty of which the other Trustees are, or ought reasonably to be, already aware.

Participation in decision-making

- 36.3 If a Trustee's interest or duty cannot reasonably be regarded as likely to give rise to a conflict of interest or a conflict of duties with or in respect of the Church, s/he is entitled to participate in the decision-making process, to be counted in the quorum and to vote in relation to the matter. Any uncertainty about whether a Trustee's interest or duty is likely to give rise to a conflict shall be determined by a majority decision of the other Trustees taking part in the decision-making process.

- 36.4 If a Trustee's interest or duty gives rise (or could reasonably be regarded as likely to give rise) to a conflict of interest or a conflict of duties with or in respect of the Church, s/he may participate in the decision-making process and may be counted in the quorum and vote unless:

36.4.1 the decision could result in the Trustee or any person who is Connected with him or her receiving a benefit other than:

- (a) any benefit received in his or her capacity as a beneficiary of the Church (as permitted under Article 41.4.1) and which is or will be received generally by the beneficiaries of the Church;
- (b) the payment of premiums in respect of indemnity insurance effected in accordance with Article 3.31; and
- (c) payment under the indemnity set out at Article 43; or

36.4.2 a majority of the other Trustees participating in the decision-making process decide to the contrary,

in which case s/he must comply with Article 36.5.

- 36.5 If a Trustee with a conflict of interest or conflict of duties is required to comply with this Article 36.5, s/he must:

36.5.1 take part in the decision-making process only to such extent as in the view of the other Trustees is necessary to inform the debate;

36.5.2 not be counted in the quorum for that part of the process; and

36.5.3 withdraw during the vote and have no vote on the matter.

Continuing duties to the Church

- 36.6 Where a Trustee or person Connected with him or her has a conflict of interest or conflict of duties and the Trustee has complied with his or her obligations under these Articles in respect of that conflict:

36.6.1 the Trustee shall not be in breach of his or her duties to the Church by withholding confidential information from the Church if to disclose it would result in a breach of any other duty or obligation of confidence owed by him or her; and

36.6.2 the Trustee shall not be accountable to the Church for any benefit expressly permitted under these Articles which s/he or any person Connected with him or her derives from any matter or from any office, employment or position.

37. Validity of Trustee actions

All acts done by a person acting as a Trustee shall, even if afterwards discovered that there was a defect in his or her appointment or that s/he was disqualified from holding office or had vacated office, be as valid as if such person had been duly appointed and was qualified and had continued to be a Trustee.

APPOINTMENT AND RETIREMENT OF TRUSTEES

38. Number of Trustees

There shall be at least five and no more than seven elected Trustees in addition to the Rector, who shall be a Trustee ex officio.

39. Appointment and retirement of Trustees

39.1 Those persons notified to the Registrar of Companies as the first directors of the Church shall be the first Trustees. Thereafter and until 31 December 2013 (but not after this date):

39.1.1 additional Trustees may be appointed by the Trustees;

39.1.2 the Trustees shall have power to remove any of their number from office on written notice to the Trustee concerned if required to procure that the Trustees as at 31 December 2013 are the same individuals as have been duly appointed as trustees of the Unincorporated Charity in accordance with its constitution; and

39.1.3 the Trustees shall have power to determine when any of their number shall be due to retire from office (which may be a date after 31 December 2013) provided that the retirement takes effect no later than would apply to the Trustee concerned under Article 39.3.

Appointment of Trustees

39.2 Any member of the Church who is willing to act as a Trustee, and who would not be disqualified from acting under the provisions of Article 40, may be appointed to be a Trustee:

39.2.1 by ordinary resolution (which shall usually be at the Annual Church Members' Meeting but may be passed at any time); or

39.2.2 by a decision of the Trustees (subject to the limitations in Article 39.4).

Automatic retirement

39.3 Each Trustee shall retire from office at the fourth Annual Church Members' Meeting after s/he is appointed but may (subject to the provisions of this Article 39) offer himself or herself for reappointment by the members.

39.4 In addition, at each Annual Church Members' Meeting any Trustees who have been appointed by the Trustees since the last Annual Church Members' Meeting pursuant to Article 39.2.2 shall retire from office, but they may offer themselves for reappointment by the members.

Conditions of appointment

39.5 No person shall be appointed or reappointed a Trustee at any Church Members' Meeting unless s/he is *presented* by the Nominations Committee.

General

39.6 A Trustee may not *appoint anyone* to act on his or her behalf at meetings of the Trustees.

40. Disqualification and removal of Trustees

A Trustee shall cease to hold office if:

- 40.1 s/he ceases to be a member of the Church;
- 40.2 s/he permanently moves away from the British Isles;
- 40.3 s/he ceases to be a director by virtue of any provision of the Companies Act 2006, or is prohibited from being a director by law;
- 40.4 s/he is disqualified under the Charities Act 2011 from acting as a trustee of a charity;
- 40.5 a bankruptcy order is made against him or her, or an order is made against him or her in individual insolvency proceedings in a jurisdiction other than England and Wales which have an effect similar to that of bankruptcy;
- 40.6 a composition is made with his or her creditors generally in satisfaction of his or her debts;
- 40.7 the Trustees reasonably believe s/he has become physically or mentally incapable of managing his or her own affairs and they resolve that s/he be removed from office;
- 40.8 notification is received by the Church from him or her that s/he is resigning from office, and such resignation has taken effect in accordance with its terms (but only if at least three Trustees will remain in office when such resignation has taken effect);

- 40.9 s/he fails to attend all the meetings of the Trustees in a six month period and the Trustees resolve that s/he be removed for this reason;
- 40.10 at a meeting of the Trustees at which at least half of the Trustees are present, a resolution is passed that s/he be removed from office. Such a resolution shall not be passed unless s/he has been given at least 14 Clear Days' notice that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been afforded a reasonable opportunity of either (at his or her option) being heard by or of making written representations to the Trustees.

LIMITATION ON PRIVATE BENEFITS

41. Limitation on private benefits

- 41.1 The income and property of the Church shall be applied solely towards the promotion of its objects.

Permitted benefits to members

- 41.2 No part of the income and property of the Church may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the Church. This shall not prevent any payment in good faith by the Church of:
- 41.2.1 any payments made to any member in his or her capacity as a beneficiary of the Church;
- 41.2.2 reasonable and proper remuneration to any member for any goods or services supplied to the Church (including services performed by the member under a contract of employment with the Church), provided that if such member is a Trustee Articles 41.3, 41.4 and 41.5 shall apply;
- 41.2.3 interest at a reasonable and proper rate on money lent by any member to the Church;
- 41.2.4 any reasonable and proper rent for premises let by any member to the Church; and
- 41.2.5 any payments to a member who is also a Trustee which are permitted under Articles 41.3, 41.4 or 41.5.

Permitted benefits to Trustees and Connected Persons

- 41.3 No Trustee may:
- 41.3.1 sell goods, services or any interest in land to the Church;
- 41.3.2 be employed by, or receive any remuneration from, the Church; or
- 41.3.3 receive any other financial benefit from the Church;

unless the payment is permitted by Articles 41.4 or 41.5 or authorised in Writing by the Charity Commission.

- 41.4 A Trustee may receive the following benefits from the Church:
- 41.4.1 a Trustee or person Connected to a Trustee may receive a benefit from the Church in his or her capacity as a beneficiary of the Church;
 - 41.4.2 a Trustee or person Connected to a Trustee may be reimbursed by the Church for, or may pay out of the Church's property, reasonable expenses properly incurred by him, her or it when acting on behalf of the Church;
 - 41.4.3 a Trustee or person Connected to a Trustee may be paid reasonable and proper remuneration by the Church for any goods or services supplied to the Church on the instructions of the Trustees (excluding, in the case of a Trustee, the service of acting as Trustee and services performed under a contract of employment with the Church) provided that this provision and Article 41.5.3 may not apply to more than half of the Trustees in any financial year (and for these purposes this provision shall be treated as applying to a Trustee if it applies to a person who is a person Connected to that Trustee);
 - 41.4.4 a Trustee or person Connected to a Trustee may receive interest at a reasonable and proper rate on money lent to the Church;
 - 41.4.5 a Trustee or person Connected to a Trustee may receive reasonable and proper rent for premises let to the Church;
 - 41.4.6 the Church may pay reasonable and proper premiums in respect of indemnity insurance effected in accordance with Article 3.31;
 - 41.4.7 a Trustee or other officer of the Church may receive payment under an indemnity from the Church in accordance with the indemnity provisions set out at Article 43; and
 - 41.4.8 a Trustee who is also the Rector for the time being holding office may receive reasonable and proper remuneration for his or her work as the Rector;

provided that where benefits are conferred under Article 41.4, Article 36 (Conflicts of Interest) must be complied with by the relevant Trustee in relation to any decisions regarding the benefit.

Subsidiary Companies

- 41.5 A Trustee may receive the following benefits from any Subsidiary Company:
- 41.5.1 a Trustee or a person Connected to a Trustee may receive a benefit from any Subsidiary Company in his or her capacity as a beneficiary of the Church or of any Subsidiary Company;

- 41.5.2 a Trustee or a person Connected to a Trustee may be reimbursed by any Subsidiary Company for, or may pay out of any Subsidiary Company's property, reasonable expenses properly incurred by him, her or it when acting on behalf of any Subsidiary Company;
- 41.5.3 a Trustee or a person Connected to a Trustee may be paid reasonable and proper remuneration by any Subsidiary Company for any goods or services supplied to any Subsidiary Company, with the approval of the Trustees, (including services performed under a contract of employment with any Subsidiary Company or otherwise) provided that this provision and Article 41.4.3 may not apply to more than half of the Trustees in any financial year (and for these purposes this provision shall be treated as applying to a Trustee if it applies to a person Connected to that Trustee);
- 41.5.4 a Trustee or a person Connected to a Trustee may, with the approval of the Trustees, receive interest at a reasonable and proper rate on money lent to any Subsidiary Company;
- 41.5.5 a Trustee or a person Connected to a Trustee may, with the approval of the Trustees, receive reasonable and proper rent for premises let to any Subsidiary Company;
- 41.5.6 any Subsidiary Company may pay reasonable and proper premiums in respect of indemnity insurance for its directors and officers; and
- 41.5.7 a Trustee or a person Connected to a Trustee may receive payment under an indemnity from any Subsidiary Company in accordance with the constitution of the relevant Subsidiary Company;

provided that the affected Trustee may not take part in any decision of the Trustees to approve a benefit under Articles 41.5.3, 41.5.4 or 41.5.5.

OSCR

- 41.6 If the Church is registered with the Office of the Scottish Church Regulator the additional requirements under section 67 of the Charities and Trustee Investment (Scotland) Act 2005 must be complied with.

LIMITATION OF LIABILITY AND INDEMNITY

42. Liability of members

The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the Church in the event of its being wound up while s/he is a member or within one year after s/he ceases to be a member, for:

- 42.1 payment of the Church's debts and liabilities contracted before s/he ceases to be a member;
- 42.2 payment of the costs, charges and expenses of winding up; and

42.3 adjustment of the rights of the contributories among themselves.

43. Indemnity

Without prejudice to any indemnity to which a Trustee may otherwise be entitled, every Trustee of the Church shall be indemnified out of the assets of the Church in relation to any liability incurred by him or her in that capacity but only to the extent permitted by the Companies Acts; and every other officer of the Church may be indemnified out of the assets of the Church in relation to any liability incurred by him or her in that capacity, but only to the extent permitted by the Companies Acts.

ADMINISTRATIVE ARRANGEMENTS AND MISCELLANEOUS

44. Communications by the Church

Methods of communication

44.1 Subject to the Articles and the Companies Acts, any Document or information (including any notice, report or accounts) sent or supplied by the Church under the Articles of the Companies Acts 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 the Church, including without limitation:

44.1.1 in Hard Copy Form;

44.1.2 in Electronic Form; or

44.1.3 by making it available on a website.

44.2 Where a Document or information which is required or authorised to be sent or supplied by the Church under the Companies Acts is sent or supplied in Electronic Form or by making it available on a website, the recipient must have agreed that it may be sent or supplied in that form or manner or be deemed to have so agreed under the Companies Acts (and not revoked that agreement). Where any other Document or information is sent or supplied in Electronic Form or made available on a website the Trustees may decide what agreement (if any) is required from the recipient.

44.3 Subject to the Articles, any notice or Document to be sent or supplied to a Trustee in connection with the taking of decisions by Trustees may also be sent or supplied by the means which that Trustee has asked to be sent or supplied with such notices or Documents for the time being.

Deemed delivery

44.4 A member present in person or by proxy at a Church Members' Meeting shall be deemed to have received notice of the meeting and the purposes for which it was called.

44.5 Where any Document or information is sent or supplied by the Church to the members:

44.5.1 where it is sent by post it is deemed to have been received 48 hours (including Saturdays, Sundays, and Public Holidays) after it was posted;

44.5.2 where it is sent or supplied by Electronic Means, it is deemed to have been received on the same day that it was sent;

44.5.3 where it is sent or supplied by means of a website, it is deemed to have been received:

- (a) when the material was first made available on the website; or
- (b) if later, when the recipient received (or is deemed to have received) notice of the fact that the material was available on the website.

44.6 Subject to the Companies Acts, a Trustee or any other person (other than in their capacity as a member) may agree with the Church that notices or Documents sent to that person in a particular way are deemed to have been received within a specified time, and for the specified time to be less than 48 hours.

Failed delivery

44.7 Where any Document or information has been sent or supplied by the Church by Electronic Means and the Church receives notice that the message is undeliverable:

44.7.1 if the Document or information has been sent to a member or Trustee and is notice of a Church Members' Meeting, the Church is under no obligation to send a Hard Copy of the Document or information to the member's or Trustee's postal address as shown in the Church's register of members or Trustees, but may in its discretion choose to do so;

44.7.2 in all other cases, the Church shall send a Hard Copy of the Document or information to the member's postal address as shown in the Church's register of members (if any), or in the case of a recipient who is not a member, to the last known postal address for that person (if any); and

44.7.3 the date of service or delivery of the Documents or information shall be the date on which the original electronic communication was sent, notwithstanding the subsequent sending of Hard Copies.

Exceptions

44.8 Copies of the Church's annual accounts and reports need not be sent to a person for whom the Church does not have a current Address.

44.9 Notices of Church Members' Meetings need not be sent to a member who does not register an Address with the Church, or who registers only a postal

address outside the United Kingdom, or to a member for whom the Church does not have a current Address.

45. Communications to the Church

The provisions of the Companies Acts shall apply to communications to the Church.

46. Secretary

A Secretary may be appointed by the Trustees for such term, at such remuneration and upon such conditions as they may think fit, and may be removed by them. If there is no Secretary:

- 46.1 anything authorised or required to be given or sent to, or served on, the Church by being sent to its Secretary may be given or sent to, or served on, the Church itself, and if addressed to the Secretary shall be treated as addressed to the Church; and
- 46.2 anything else required or authorised to be done by or to the Secretary of the Church may be done by or to a Trustee, or a person authorised generally or specifically in that behalf by the Trustees.

47. Irregularities

The proceedings at any meeting or on the taking of any poll or the passing of a written resolution or the making of any decision shall not be invalidated by reason of any accidental informality or irregularity (including any accidental omission to give or any non-receipt of notice) or any want of qualification in any of the persons present or voting or by reason of any business being considered which is not specified in the notice.

48. Minutes

The Trustees must cause minutes to be made:

- 48.1 of all appointments of officers made by the Trustees;
- 48.2 of all resolutions of the Church and of the Trustees (including, without limitation, decisions of the Trustees made without a meeting); and
- 48.3 of all proceedings at Church Members' Meetings and of the Trustees, and of committees of Trustees, including the names of the Trustees present, the decisions made at the meetings; and where appropriate the reasons for the decisions;

at each such meeting.

49. Records and accounts

- 49.1 The Trustees shall comply with the requirements of the Companies Acts and of the Charities Act 2011 as to maintaining a members' register, keeping

financial records, the audit or examination of accounts and the preparation and transmission to the Registrar of Companies and the Charity Commission of:

49.1.1 annual reports;

49.1.2 annual returns; and

49.1.3 annual statements of account.

50. Exclusion of model articles

The relevant model articles for a company limited by guarantee are hereby expressly excluded.

DISPUTES

51. Mediation

If a dispute arises between members or Trustees of the Church about the validity or propriety of anything done under these Articles and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

WINDING UP

52. Winding up

52.1 At any time before, and in expectation of, the winding up or dissolution of the Church, the members of the Church may resolve by special resolution that any net assets of the Church after all its debts and liabilities have been paid, or provision made for them, shall on the dissolution or winding up of the Church be applied or transferred in any of the following ways:

52.1.1 directly for the objects of the Church; or

52.1.2 to any institution or institutions which is or are regarded as charitable under the law of every part of the United Kingdom

(a) for purposes similar to the objects of the Church; or

(b) for use for particular purposes that fall within the objects of the Church; or

52.1.3 to the Church of Sweden Abroad provided that the net assets may only be applied for purposes that fall within the objects of the Church or for purposes similar to the objects of the Church and which are exclusively charitable under the law of every part of the United Kingdom.

52.2 In no circumstances shall the net assets of the Church be paid to or distributed among the members of the Church under this Article 52.

52.3 If no resolution is passed in accordance with Article 52.1 the Trustees (and in the absence of any decision by the Trustees, the Charity Commission) may decide to apply or transfer the net assets but only according to the same restrictions as would apply to a decision by the members under Article 52.1.

SCHEDULE
INTERPRETATION

Defined terms

1. In the Articles, unless the context requires otherwise, the following terms shall have the following meanings:

Term	Meaning
1.1 “Address”	includes a number or address used for the purposes of sending or receiving documents by Electronic Means or regular mail;
1.2 “Area of Benefit”	the British Isles;
1.3 “Articles”	the Church’s articles of association;
1.4 “Chair”	has the meaning given in Article 22;
1.5 “Church”	The Swedish Church in London;
1.6 “Church Members’ Meeting”	has the meaning given in Article 7;
1.7 “Clear Days”	in relation to the period of a notice, that 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;
1.8 “Companies Acts”	the Companies Acts (as defined in Section 2 of the Companies Act 2006), in so far as they apply to the Church;
1.9 “Connected (person)”	any person falling within one of the following categories: (a) any spouse, civil partner, parent, child, brother, sister, grandparent or grandchild of a Trustee; or (b) the spouse or civil partner of any person in (a); or (c) any other person in a relationship with a Trustee which may reasonably be regarded as equivalent to such a relationship as is mentioned at (a) or (b); or (d) any company, partnership or firm of which a Trustee is a paid director, member, partner or employee, or shareholder holding more than

Term	Meaning
	1% of the capital;
1.10 "Document"	includes summons, notice, order or other legal process and registers and includes, unless otherwise specified, any document sent or supplied in Electronic Form;
1.11 "Electronic Form" and "Electronic Means"	have the meanings respectively given to them in Section 1168 of the Companies Act 2006;
1.12 "Financial Expert"	an individual, company or firm who, or which, is authorised to give investment advice under the Financial Services and Markets Act 2000;
1.13 "Hard Copy" and "Hard Copy Form"	have the meanings respectively given to them in the Companies Act 2006;
1.14 "Memorandum of Association"	A document which the first members of the company sign up to which states that they wish to be formed into a company under the Companies Act 2006 and which is filed with the Registrar of Companies;
1.15 "Ordinary Resolution"	A resolution passed by a simple majority of the votes;
1.16 "Public Holiday"	means Christmas Day, Good Friday and any day that is a bank holiday under the Banking and Financial Dealings Act 1971 in the part of the United Kingdom where the company is registered;
1.17 "Rector"	any rector for the time being holding office and appointed by The Church of Sweden Abroad who shall have responsibility for the spiritual leadership and oversight of the Church;
1.18 "Scrutineers"	Persons observing or scrutinising the voting conduct of members;
1.19 "Secretary"	the secretary of the Church (if any);
1.20 "Special Resolution"	A resolution passed by a majority of not less than 75% of the votes and in accordance with the procedures specified in the Companies Acts which apply to special resolutions. ;
1.21 "Subsidiary Company"	any company in which the Church holds more than 50% of the shares, controls more than 50% of the voting rights attached to the shares or has

Term	Meaning
1.22 "Trustee"	the right to appoint a majority of the board of the company; a director of the Church, and includes any person occupying the position of director, by whatever name called;
1.23 "Unincorporated Charity"	has the meaning given in Article 3.10;
1.24 "Writing"	the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in Electronic Form or otherwise.
2.	Subject to paragraph 3 of this Schedule, any reference in the Articles to an enactment includes a reference to that enactment as re-enacted or amended from time to time and to any subordinate legislation made under it.
3.	Unless the context otherwise requires, words or expressions contained in the Articles which are not defined in paragraph 1 above bear the same meaning as in the Companies Act 2006 as in force on the date when the Articles became binding on the Church.

