

Company Number: 02394165

Charity Number: 801819

COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

of

Pecan

(Amended by a Special Resolution of the Company passed on [] 2022)

General

1. In these Articles the words in the first column below shall have the meanings set out opposite them respectively in the second column, unless the context otherwise requires:

Words	Meanings
The Act	The Companies Act 1985
These presents	These Articles of Association and any regulations of Pecan Limited from time to time in force
The Company	The above-named Company
The Board of Directors	The directors of the Company who are also de-facto the trustees of the charity
The trustees	The trustees are the directors of the charity
The Office	The registered office of the Company
The Seal	The common seal of the Company
The United Kingdom	Great Britain and Northern Ireland
Month	Calendar month
In writing	Written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form.

And words importing the singular number only shall include the plural number, and vice versa.

Words importing the masculine gender only shall include the feminine gender; and

Words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Act or any modification thereof in force at the date on which these presents become binding on the Company shall, if not inconsistent with the subject or context, bear the same meanings in these presents.

2. The number of members with which the Company proposes to be registered is unlimited.
3. The provisions of sections 191(7), 352 and 353 of the Act shall be observed by the Company and every member of the Company shall either sign a written consent to become a member or sign the register of members on becoming a member and sign a statement of faith in the form of Appendix 1 to these presents.

4. The Company is established for the objects declared in the Memorandum of Association.

Members

5. The subscribers to the Memorandum of Association of the Company and such other persons as are admitted to membership under Article 6 shall be members of the Company

Admission to Membership

6. Members

- a. Membership will be open to all churches that can sign and continue to affirm the Churches Together Statement of Faith and whose principal place of worship is situated in Peckham and/or the London Borough of Southwark. Churches appropriate for membership will be requested to join in the first instance.
- b. Once accepted for membership a senior church leader ("**SCL**") from each member church ("**Member Church**") will be invited to be the representative from their Member Church. They shall be entitled to nominate in writing a different person ("**Substitute**") from their Member Church to attend meetings and vote on behalf of the Member Church. Neither any SCL nor any substitute may be employed by Pecan
 - Members will be invited to an annual meeting. The annual meeting must include Pecan's Annual General Meeting
And may include:-
 - A speaker, invited to talk about an area of social action and a Christian response
 - A forum session to discuss Christian social action in Southwark
- c. A list of Member Churches will be kept up to date by Pecan and will be available at the AGM and on request at other times

Rights of Members

7. The rights of members of the Company in regard to the Company's activities (other than in regard to voting, receiving notice of, attending and speaking at General Meetings, eligibility for membership of the Board of Directors and other matters expressly provided for these Articles) shall be determined from time to time by the members in General Meeting.

Termination of Membership

8. A member organisation may terminate its¹ membership of the Company by giving notice in writing to the Secretary of the Company.

Expulsion of Members

9. If the Members resolve in General Meeting, by a majority of not less than three quarters of the members of the Company present and voting at a General Meeting at which not less than four members of the Company shall be present, that a member should be excluded from the Company for conduct which in the opinion of the members is contrary or prejudicial to the interests of the Company the member in question shall immediately cease to be a member of the Company and, notwithstanding anything in these articles, shall not be re-admitted to membership

¹ This Article was amended by a Special Resolution of the Company passed on [] 2022.

unless the members are satisfied from their conduct that re-admission should be permitted. The member shall have seven clear days notice in writing sent to them of the General Meeting at which any such resolution will be voted upon and the notice shall give particulars of the complaint against them. The member may attend the said meeting and shall be given all reasonable and proper opportunity of answering the complaint against them but they shall not be present at the voting or take part in the proceedings otherwise than as permitted by these Articles.²

General Meetings

10. The Company shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Board of Directors, and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting, and that so long as the Company holds its first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year.
11. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.
12. The Board of Directors may whenever it thinks fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by section 368 of the Act.
13. Twenty-one days' notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and fourteen days notice in writing at the least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business, shall be given in the manner hereinafter mentioned to such persons (including the Auditors) as are under these presents or under the Act entitled to receive such notices from the Company, but with the consent of all the members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those members may think fit.³
14. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any meeting.

Proceedings at General Meetings

15. All business shall be deemed special that is transacted at any Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure accounts and balance sheet, and the reports of the Board of Directors and of the Auditors, the election of the Board of Directors and the appointment of, and the fixing of the remuneration of, the Auditors.
16. No business shall be transacted at any General Meeting, except the adjournment of the meeting, unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided three members of the Company personally present shall be a quorum.

² This Article was amended by a Special Resolution of the Company passed on [] 2022.

³ This Article was amended by a Special Resolution of the Company passed on [] 2022.

17. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Board of Directors may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members of the Company present shall be deemed to be a quorum and may do all business which a full quorum might have done.
18. The Chairman of the Board of Directors shall preside as Chairman at every General Meeting, but if there is no such Chairman, or if at any meeting they shall not be present within fifteen minutes after the time appointed for holding the same or shall be unwilling to preside, the members present shall choose some member of the Board of Directors or if no such member be present, or if all the members of the Board of Directors present decline to take the chair, they shall choose some member of the Company who shall be present to preside.⁴
19. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.
20. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chairman or by at least three members of the Company present in person or by proxy, or by a member or members present in person or by proxy and representing one-tenth of the total voting rights of all the members having the right to vote at the meeting, and unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has been carried, or carries unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the Minute Book of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.
21. Subject to the provisions of Article 23, if a poll be demanded in the manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
22. No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.
23. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote.
24. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

Votes of Members

25. Subject as hereinafter provided, every member of the Company shall have one vote.

⁴ This Article was amended by a Special Resolution of the Company passed on [] 2022.

- 26.(a) Save as herein expressly provided no member other than a member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Company in respect of their membership, shall be entitled to vote on any question either personally or by proxy at any General Meeting.
- (b) Any corporation which is a member of the Company may by resolution of its governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company and the person so authorised shall be entitled to exercise the same voting powers on behalf of the corporation they represent as that corporation could have exercised if it were a personal member of the Company. A corporation represented at a meeting by its authorised representative shall be deemed for all purposes to be present in person. A copy of the resolution appointing its representative which shall be certified as a correct copy by the Chairman or another recognised officer of the governing body of a corporation, shall be conclusive evidence of such appointment.⁵
27. Votes may be given on a poll either personally or by proxy. On a show of hands a member present only by proxy shall have no vote, but the representative of a corporation may vote on a show of hands. A proxy need not be a member.
28. The instrument appointing a proxy shall be in writing under the hand of the appointor or their attorney duly authorised in writing.⁶
29. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the registered office of the Company or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll not less than twenty-four hours before the time appointed for taking of the poll, and in default of the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.
30. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the Office or other place as aforesaid before the commencement of the meeting or adjourned meeting at which the proxy is used.
31. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit:
- “
 “I
 “of
 “a member of
 “hereby appoint
 “of
 “and failing them,
 “of
 “to vote for me and on my behalf at the (Annual
 “or Extraordinary, or adjourned, as the case may

 “be) General Meeting of the Company to be held
 “on the day of , and at every

⁵ This Article was amended by a Special Resolution of the Company passed on [] 2022.

⁶ This Article was amended by a Special Resolution of the Company passed on [] 2022.

"adjournment thereof

"As witness my hand this day of 19 ."

The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.⁷

Board of Directors

32. Until otherwise determined by a General Meeting, the number of the members of the Board of Directors shall not be less than four. To be validly appointed as a member of the Board of Directors, any person must have signed a Statement of Faith in the form of that contained in Appendix 1 to these presents.

33. The first members of the Board of Directors shall be:

Simon Du Pre Pellew
Bruce Embleton Crawford
Peter John Hetherington
David Michael Nixon
Michael John Pears

34. The Board of Directors may from time to time and at any time appoint any member of the Company as a member of the Board of Directors, or any other suitable person as a member of the Board of Directors, either to fill a casual vacancy or by way of addition to the Board of Directors, provided that the prescribed maximum be not thereby exceeded. Any person appointed other than at an Annual General Meeting shall retain their office only until the next Annual General Meeting, but they shall then be eligible for re-election provided that, subject to the other provisions of this Article 34 and to Articles 39 and 41 to 46:

(a) once appointed as a member of the Board of Directors, the period of appointment will be for a period of three years;

(b) on expiry of the three-year term of appointment (or following retirement in accordance with Articles 41 to 46 inclusive), a Director may be elected to serve for two further three-year terms provided that no Director shall serve more than three consecutive three year terms; and

(c) in the event that a Director has served three consecutive three-year terms (or in the event a Director would exceed nine consecutive years as a Director if they were re-elected), such person will not be eligible for re-election as a Director for 12 months following the date on which they ceased to be a Director but will then be eligible for re-election.⁸

Powers of the Board of Directors

35. The business of the Company shall be managed by the Board of Directors who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, and establishment and registration of the Company as they think fit, and may exercise all such powers of the Company, and do on behalf of the Company all such acts as may be exercised and done by the Company and as are not by statute or by these presents required to be exercised or done by the Company in General Meeting, subject nevertheless to any regulations of these presents, to the provisions of the statutes for the time being in force and affecting the Company, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Company in General Meeting but no regulation made by the Company in General Meeting shall invalidate any prior act of the Board of Directors which would have been valid if such regulation had not been made.

⁷ This Article was amended by a Special Resolution of the Company passed on [] 2022.

⁸ This Article was amended by a Special Resolution of the Company passed on [] 2022.

36. The members for the time being of the Board of Directors may act notwithstanding any vacancy in their body; provided always that in case the members of the Board of Directors shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these Articles, it shall be lawful for the remaining members to act as the Board of Directors for the purpose of admitting persons to membership of the Company, filling up vacancies in their body under Article 34, or of summoning a General Meeting but not for any other purpose.

Secretary

37. The Secretary shall be appointed by the Board of Directors for such time, as such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. The provisions of sections 283(1)-(3) and 284 of the Act shall apply and be observed. The Board of Directors may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting. The Secretary shall not be validly appointed until they have signed the Statement of Faith in the form of Appendix 1 to these presents.⁹

The Seal

38. The seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board of Directors and in the presence of at least two members of the Board of Directors and of the Secretary or such person other than the Secretary as the Board of Directors may appoint for the purpose; and the said members and Secretary or other person as aforesaid shall sign every instrument to which the seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Company such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

Disqualification of members of the Board of Directors

39. A Director ceases to hold office if they:-

- (a) becomes bankrupt or makes any arrangement or composition with their creditors generally; or
- (b) becomes barred from membership of the Board because of any order made under the Act or by virtue of Section 72 of the Charities Act 1993; or
- (c) becomes incapable of managing their own affairs; or
- (d) resigns the office by notice in writing to the Company but only if at least three Trustees will remain in office when the resignation takes effect; or
- (e) is absent from three or more consecutive meetings of the Board without the prior consent of a majority of the other members of the Board of Directors or without subsequent apology and explanation of absence to the satisfaction of the Chair of the Board of Directors (or Deputy Chair or other Director chairing the meeting if the Chair is not present) and has been asked by a majority of the other Directors to resign, provided that before asking the relevant Director resign there have been three recorded attempts to ascertain the reason for absence from the relevant Director;
- (f) is directly or indirectly involved in any contract with the Company and fails to declare the nature of their interest in the proper way. The proper way is by giving notice at the first meeting at which the contract is discussed or the first meeting after the person became interested in the contract; or
- (g) is removed from office; or
- (h) ceases to be a member of the Company; or
- (i) is removed from office by a resolution of the Trustees. Any such resolution shall be voted on by secret ballot and require an affirmative vote of two thirds of those voting. The Trustee concerned shall be given the opportunity of attending and speaking at the meeting at which the resolution is proposed. The Trustee concerned shall cease to be a Trustee

⁹ This Article was amended by a Special Resolution of the Company passed on [] 2022.

immediately upon the passing of such resolution.

There shall be no retiring age for members of the Board of Directors and section 293 of the Act shall not apply.¹⁰

40. A member of the Board of Directors who is in any way, whether directly or indirectly, interested in a contract or proposed contract, arrangement, or dealing with the Company, shall declare the nature of their interest at a meeting of the Board of Directors, and subject thereto and subject to the right of the remaining members of the Board of Directors to resolve that they withdraw and not vote on the particular matter they may be counted in the quorum present at any meeting of the Board of Directors whereat such contract, arrangement or dealing with the Company is considered or entered into and may vote in respect thereof.¹¹

Rotation of members of the Board of Directors

41. At the first Annual General Meeting and at the Annual General Meeting to be held in every subsequent year, any member of the Board of Directors who has completed their three-year term of appointment in accordance with Article 34(a), shall retire from office.¹²

42. Subject to the provisions of Article 34, a retiring member of the Board of Directors shall be eligible for immediate re-election.¹³

43. The Company may, at the meeting at which a member of the Board of Directors retires in the manner aforesaid, fill up the vacated office by electing a person thereto, and in default the retiring member shall, if offering themselves for re-election, be deemed to have been re-elected, unless:

(a) they are ineligible for immediate re-election in accordance with Article 34(c);

(b) at such meeting it is expressly resolved not to fill such vacated office; or

(c) a resolution for the re-election of such member shall have been put to the meeting and lost.¹⁴

44. No person not being a member of the Board of Directors retiring at the meeting shall, unless recommended by the Board of Directors for election, be eligible for election to membership of the Board of Directors at any General Meeting, unless within the prescribed time before the day appointed for the meeting there shall have been given to the Secretary notice in writing by some member duly qualified to be present and vote at the meeting for which such notice is given, of their intention to propose such persons to be proposed, and also notice in writing signed by that person of their willingness to be elected. The prescribed time above mentioned shall be such that, between the date when the notice is served, or deemed to be served, and the day appointed for the meeting there shall be not less than four nor more than twenty-eight intervening days.¹⁵

45. The Company may from time to time in General Meeting increase or reduce the number of members of the Board of Directors, and determine in what rotation such increased or reduced number shall go out of office, and may make the appointments necessary for effecting any such increase.

¹⁰ This Article was amended by a Special Resolution of the Company passed on [] 2022.

¹¹ This Article was amended by a Special Resolution of the Company passed on [] 2022.

¹² This Article was amended by a Special Resolution of the Company passed on [] 2022.

¹³ This Article was amended by a Special Resolution of the Company passed on [] 2022.

¹⁴ This Article was amended by a Special Resolution of the Company passed on [] 2022.

¹⁵ This Article was amended by a Special Resolution of the Company passed on [] 2022.

46. In addition and without prejudice to the provisions of section 303 and 304 of the Act, the Company may by Extraordinary Resolution remove any member of the Board of Directors before the expiration of their period of office, and may by an Ordinary Resolution appoint another qualified member in their stead; but any person so appointed shall retain their office so long only as the member in whose place they are appointed would have held the same if they had not been removed (the vacancy then arising being treated for the purposes of these Articles as an ordinary vacancy).¹⁶

Proceedings of the Board of Directors

47. The Board of Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum of members necessary for the transaction of business. Unless otherwise determined, three members shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. Each member of the Board of Directors shall have one vote only except that in the case of an equality of votes the Chairman shall have a second casting vote.

48. A member of the Board of Directors or the Secretary of the Company may, and on the request of any two members of the Board of Directors or the Secretary shall, at any time, summon a meeting of the Board of Directors by notice served upon the several members of the Board of Directors. A member of the Board of Directors who is absent from the United Kingdom shall not be entitled to notice of a meeting.

49. The Board of Directors shall from time to time elect from the members of the Board of Directors a Chairman and Vice Chairman and may determine for what periods they are respectively to hold office. The Chairman (or, in their absence, the Vice Chairman) shall be entitled to preside at all meetings of the Board of Directors so long as they are a member of the Board of Directors. If no such Chairman or Vice Chairman be elected, or if at any meeting the Chairman or Vice Chairman be not present within five minutes after the time appointed for holding the meeting and willing to preside, the members of the Board of Directors present shall choose one of their number to be Chairman of the meeting.¹⁷

50. A meeting of the Board of Directors at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Company for the time being vested in the Board of Directors generally.

51. The Board of Directors may delegate any of their powers to sub-committees consisting of such member or members of the Board of Directors as they think fit, and any sub-committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Board of Directors. The meetings and proceedings of any such committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Board of Directors so far as applicable and so far as the same shall not be superseded by any regulations made by the Board of Directors. All acts and proceedings of any such sub-committee or sub-committees shall be reported back as soon as possible to the Board of Directors.

52. All acts bona fide done by any meeting of the Board of Directors or of any sub-committee of the Board of Directors, or by any person acting as a member of the Board of Directors shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Board of Directors.

¹⁶ This Article was amended by a Special Resolution of the Company passed on [] 2022.

¹⁷ This Article was amended by a Special Resolution of the Company passed on [] 2022.

53. The Board of Directors shall cause proper minutes to be made of all appointments of officers made by the Board of Directors and of the proceedings of all meetings of the Company and of the Board of Directors and of sub-committees of the Board of Directors, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein state.
54. A resolution in writing signed by all the members for the time being of the Board of Directors or of any sub-committee of the Board of Directors who are entitled to receive notice of a meeting of the Board of Directors or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Board of Directors or of such committee duly convened and constituted. Any such resolution may be in several documents in the like form signed by one or more of the members of the Board of Directors.

Indemnity of Trustees

55. In the management of the affairs of the Company no Trustee shall be liable (to the extent permitted by the Act) for any loss to the property of the Company arising by reason of:
- (a) improper investment made in good faith (so long as the Trustee sought professional advice before making such investment); or
 - (b) negligence or fraud of any agent employed by any Trustee in good faith (provided reasonable supervision shall have been exercised); or
 - (c) any mistake or omission made in good faith by any Trustee; or
 - (d) by reason of any other matter or thing other than fraud, wrongdoing or wrongful omission on the part of the Trustee.
56. Subject to and to the extent permitted by the Act, but without prejudice to any indemnity to which they may otherwise be entitled every director may be indemnified out of the assets of the Company against all costs and liabilities incurred by them in relation to any proceedings (whether criminal or civil) which relate to anything done or omitted or alleged to have been done or omitted by them as a director save that no director shall be entitled to be indemnified:
- (a) for any liability incurred by them to the Company or any associated company of the Company (as defined by the Act for these purposes);
 - (b) for any fine imposed in criminal proceedings;
 - (c) for any sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature howsoever arising;
 - (d) for any costs for which they have become liable in defending any criminal proceedings in which they are convicted and such conviction has become final;
 - (e) for any costs for which they have become liable in defending any civil proceedings brought by the Company or an associated company in which a final judgment has been given against them; and

- (f) for any costs for which they have become liable in connection with any application under the Act in which the court refuses to grant them relief and such refusal has become final.¹⁸

57. Every director may have funds provided to them by the Company to meet expenditure incurred or to be incurred in any proceedings (whether civil or criminal) brought by any party which relate to anything done or omitted or alleged to have been done or omitted by them as a director, provided that they will be obliged to repay such amounts no later than:

- (a) in the event they are convicted in proceedings, the date when the conviction becomes final;
- (b) in the event of judgment being given against them in proceedings, the date when the judgment becomes final; or
- (c) in the event of the court refusing to grant them relief on any application under the Act, the date when refusal becomes final.¹⁹

Accounts

58. The Board of Directors shall cause accountancy records to be kept in accordance with sections 221-223 of the Act.

59. The books of account shall be kept at the Office, or, subject to section 222 of the Act, at such other place or places as the Board of Directors shall think fit, and shall always be open to the inspection of the members of the Board of Directors.

60. The Board of Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of members not being members of the Board of Directors and no member (not being a member of the Board of Directors) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Board of Directors or by the Company in General Meeting.

61. At the Annual General Meeting in every year the Board of Directors shall lay before the Company a proper income and expenditure account for the period since the last proceeding account (or in the case of the first account since the incorporation of the Company) made up to date not more than six months before such meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Board of Directors and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty-one clear days before the date of the meeting, subject nevertheless to the provisions of section 240(4) of the Act, be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditors' report shall be open to inspection and be read before the meeting as required by section 241 of the Act.

Audit

62. Auditors shall be appointed and their duties regulated in the manner provided by sections 236, 237, 241, 262, 384-392 and 713 of the Act or any statutory modification thereof for the time being in force.

¹⁸ This Article was amended by a Special Resolution of the Company passed on [] 2022.

¹⁹ This Article was amended by a Special Resolution of the Company passed on [] 2022.

Notices

63. A notice may be served by the Company upon any member of the Company either personally or by sending it through the post in a pre-paid letter addressed to such member at their registered address as appearing in the register of members.²⁰
64. Any member of the Company described in the register of members by an address not within the United Kingdom, who shall from time to time give the Company an address within the United Kingdom at which notices may be served upon them, shall be entitled to have notices served upon them at such address, but, save as aforesaid and as provided by the Act, only those members of the Company who are described in the register of members by an address within the United Kingdom shall be entitled to receive notices from the Company.²¹
65. Any notice, if served by post, shall be deemed to have been served on the second day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a pre-paid letter.

Dissolution

66. Clause 7 of the Memorandum of Association relating to the winding up and dissolution of the Company shall have effect as if the provisions thereof were repeated in these Articles.

²⁰ This Article was amended by a Special Resolution of the Company passed on [] 2022.

²¹ This Article was amended by a Special Resolution of the Company passed on [] 2022.

Appendix 1 – Statement of Faith

As an inclusive Christ centred organisation, Pecan seeks to treat all people with dignity, openness and respect, demonstrating Jesus' grace and love in action.

As a Member/Trustee of Pecan, I/We commit to adhering to these principles.

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