

THE INSTITUTE FOR ORTHODOX CHRISTIAN STUDIES

Company Limited by Guarantee
and not having a Share Capital

Memorandum and Articles of Association

AS AMENDED by a Resolution passed at the Annual General Meeting of the
Institute on 24 February 2001

AND by Resolutions passed at the Annual General Meeting of the Institute on 6
March 2004

AND by a Resolution passed at a General Meeting on 19 November 2005

AND by a Resolution passed at a General Meeting on 22 November 2008

AND by Resolutions passed at the Annual General Meeting of the Institute on 7
May 2011

AND by Resolutions passed at the Extraordinary General Meeting of the
Institute on 3 July 2012

ARNOLD THOMSON

Solicitors
205 Watling Street West
TOWCESTER
Northamptonshire NN12 6BX

DX 16932 TOWCESTER

THE COMPANIES ACT 1985

(as amended by the Companies Act 2006)

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL:

MEMORANDUM OF ASSOCIATION THE INSTITUTE FOR ORTHODOX CHRISTIAN STUDIES

1. The name of the company (hereinafter called “the Institute”) is “THE INSTITUTE FOR ORTHODOX CHRISTIAN STUDIES”.
2. The Institute's registered office is to be situated in England and Wales.
3. Expressions defined in the Articles of Association of the Institute from time to time in force shall have the same meanings in the Memorandum of Association.
4. The object for which the Institute is established is to advance religious and theological education, particularly of members of the Orthodox Church.
5. In furtherance of the above object but not further or otherwise the Institute shall have the following powers:

- a) To provide facilities for students, especially members of the Orthodox Church, to be involved in theological education through the life of and educational opportunities afforded by The Cambridge Theological Federation and/or other educational institutions.
- b) To arrange or provide direction of studies, lectures, classes, seminars, courses and conferences, exhibitions and meetings either alone or with others.
- c) To arrange or provide accommodation for students and to make a charge for it.
- d) To foster and undertake research into any aspect of the objects of the Institute and its work, and to disseminate the results of any such research.
- e) To assist matriculation of students to courses of The Cambridge Theological Federation and/or of other educational institutions, and to award certificates of attendance and achievement at the Institute.
- f) To cause to be written and printed or otherwise reproduced and circulated, gratuitously or otherwise, periodicals, magazines, books, leaflets or other documents or films or recorded tapes.
- g) To co-operate and enter into arrangements with any educational and/or ecclesiastical establishments or institutions, authorities, national, local or otherwise.
- h) To make donations or subscribe or guarantee money for charitable purposes calculated to further the objects of the Institute. To provide grants and bursaries for students

(including without limitation for the cost of fees, maintenance, travel expenses, books and equipment and also educational courses and experiences at the Institute, The Cambridge Theological Federation and/or other educational institutions, or elsewhere) in accordance with the objects of the Institute.

- i) To raise funds and to invite and receive contributions from any person or persons whatsoever by way of subscription donation and otherwise, provided that in raising funds the Institute shall not undertake any permanent trading activities and shall conform to any relevant statutory regulations.
- j) To set aside funds for special purposes or as reserves against future expenditure.
- k) To deposit or invest funds in any manner (but to invest only after obtaining advice from a financial expert and having regard to the suitability of investments and the need for diversification) Provided that no funds shall be invested in any hazardous or speculative investment (including the acquisition of futures or traded options) nor shall the Institute have power under this sub-clause to engage in trading activities
- l) To delegate the management of investments to a financial expert, but only on terms that:
 - 1 the investment policy is set down in writing for the financial expert by the Institute
 - 2 every transaction is reported promptly to the Institute
 - 3 the performance of the investments is reviewed regularly with the Institute
 - 4 the Institute is entitled to cancel the delegation arrangement at any time
 - 5 the investment policy and the delegation arrangement are reviewed at least once a year

- 6 all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Institute upon receipt
- 7 the financial expert must not do anything outside the powers of the Institute.

m) To arrange for investments or other property of the Institute to be held in the name of a nominee (being a corporate body registered or having an established place of business in England and Wales) under the control of the Institute or of a financial expert acting under their instructions and to pay any reasonable fee required.

n) To insure the property of the Institute against any foreseeable risk and take out other insurance policies to protect the Institute when required.

o) To insure the directors of the Institute against the costs of a successful defence to a criminal prosecution brought against them as charity trustees or against personal liability incurred in respect of any act or omission which is or is alleged to be a breach of trust or breach of duty, unless the director concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty.

p) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which may be thought necessary or convenient for the furtherance of its objects, and to construct, maintain and alter any buildings or erections necessary or convenient for the purposes of the Institute.

q) To acquire and undertake all or any part of the property, assets, liabilities and engagements of any persons, corporations, societies or other bodies having charitable objects of a similar nature to the Institute or which may further the objects of the Institute.

r) To establish or aid in the establishment of, or to subscribe to, become a member of or support in any lawful way any persons, corporations, societies or other bodies having charitable objects of a similar nature to the Institute or which may further the objects of the Institute.

s) Subject to such consents as may be required by law, to borrow or raise money for the purposes of the Institute on such terms and on such security as may from time to time be determined including, without prejudice to the generality of the foregoing, entering into any guarantee or any contract of indemnity or suretyship.

t) To invest the moneys of the Institute not immediately required for its purposes in or upon such investments, securities or property of whatsoever nature and wheresoever situate in all respects without restriction as may be thought fit.

u) To draw, make, accept, endorse, discount, execute and issue bills of exchange, promissory notes, debentures, bills of lading, warrants and other negotiable or transferable instruments or securities.

v) Subject to the provisions of Clause 7 hereof to engage and pay any person or persons whether on a full or part time basis or whether as consultant or employee to supervise, organise, carry on and advise the Institute.

w) Subject to the provisions of Clause 7 hereof to make any reasonable and necessary provision for the payment of pensions and remuneration to or on behalf of employees or former employees and their wives, husbands, widows or widowers and other dependants.

x) To pay out of the funds of the Institute the costs, charges and expenses or and incidental to the formation and registration of the Institute.

y) To do all or any of the above things in any part of the world and either as principal, agent, trustee, contractor or otherwise, and either alone or in conjunction with others, and either by or through agents, sub-contractors, trustees or otherwise.

z) To do all such other lawful things as shall further or are necessary for the attainment of the objects of the Institute or any of them.

6. It is hereby provided as follows:-

a) in case the Institute shall take or hold any property which may be subject to any trusts, it shall only deal with or invest the same in such manner as may be allowed by law, having regard to such trusts;

b) in case the Institute shall take or hold any property, the directors of the Institute shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults and for the due administration of such property in the same manner and to the same extent as they would have been answerable and accountable as such directors if no incorporation had been effected, and the incorporation of the Institute shall not diminish or impair any control or authority exercisable by the High Court

or the Charity Commissioners over such directors but they shall as regards any such property be subject jointly and severally to such control or authority as if the Institute were not incorporated.

7. The income and property of the Institute from wherever derived shall be applied solely towards the promotion of the objects of the Institute as set forth in this Memorandum of Association, and (subject as herein provided) no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit to the members of the Institute, and no director shall be appointed to any office of the Institute paid by salary or fees or receive any remuneration or other benefit in money or moneys worth from the Institute.

Provided that nothing herein shall prevent any payment or transfer in good faith by the Institute:

-

a) of reasonable and proper remuneration to any member, officer or servant of the Institute who is not a director for any services rendered to the Institute or of any pension provided for by the Institute to or on behalf of any such member, officer or servant or the wife, husband, widow or widower or other dependant of any such member, officer or servant;

b) of the usual professional charges for business done by any director who is a solicitor, accountant or other person engaged in a profession, or by any partner of his or hers, when instructed by the Institute to act in a professional capacity on its behalf: Provided that at no time shall a majority of the directors benefit under this provision and that a director shall withdraw from any meeting at which his or her appointment or remuneration, or that of his or her partner, is under discussion;

c) of interest at a rate per annum not exceeding 2% less than the base lending rate of a clearing bank to be selected by the directors on money lent by any member or director;

d) of reasonable and proper rent for premises demised or let by any member or director;

e) of reasonable and proper out-of-pocket expenses to any member or director;

f) of fees, remuneration or other benefit in money or moneys worth to any company of which a director may also be a member holding not more than 1/100th part of the issued capital of that company.

g) of any premium in respect of any indemnity insurance to cover the liability of the directors which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Institute :
Provided that any such insurance shall not extend to any claim arising from any act or omission which the directors knew to be a breach of trust or breach of duty or which was committed by the directors in reckless disregard of whether it was a breach of trust or a breach of duty or not.

8 Whenever a director has a personal interest in a matter to be discussed at a meeting of the directors or a committee the director concerned must : -

(a) declare an interest at or before the discussion begins on the matter

(b) withdraw from the meeting for that item unless expressly invited to remain in order to provide information

(c) not be counted in the quorum for that part of the meeting

(d) withdraw during the vote and have no vote on the matter.

This clause may not be amended without the prior written consent of the Charity Commissioners for England and Wales

9. The liability of the members is limited.

10. Every member of the Institute undertakes to contribute to the assets of the Institute in the event of the same being wound up during the time that he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Institute contracted before the time at which he ceases to be a member, and the costs, charges and expenses of winding up the same, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding One Pound (£1).

11. (a) If upon the winding up or dissolution of the Institute there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among members of the Institute, but it shall, after due provision has been made for the continuance of any pensions or allowances to retired employees of the Institute or to the dependants of deceased employees in accordance with any pension scheme for the time being in force at the date of liquidation, either be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Institute (and which prohibits the distribution of its or their income or property to an extent at least as great as imposed on the Institute by clause 7 above) as may be determined by the members of the Institute at or before the time of dissolution to be applied by such charitable institution or institutions for charitable purposes which are Orthodox educational purposes, (and in the case of the liturgical chalices, plate, vestments, icons and other fittings used in any Chapel forming part of the Institute for charitable purposes which are Orthodox religious purposes), or in default of such determination. to some other charitable object for the benefit of education or religion generally.

(b) This clause may not be amended without the prior written consent of the Charity Commissioners for England and Wales

(c) In the event of dissolution a final report and statement of account must be sent to the Charity Commissioners for England and Wales

We wish to be formed into a company under this Memorandum of Association

Names and addresses of subscribers

Rt. Revd. Basil Alfred Osborne
94a Banbury Road, Oxford, OX2 6JT
Andrew Louth
13 Uplands Road, Darlington, DL3 7SZ
John Binns
39 Madingley Road, Cambridge CB3 0EL
V. Rev. Christopher John Alleyne Lash
107 Manchester Road, Chorlton-cum-Hardy, Manchester, M21 9GA
Rev. John Alexander Jillions
10 College Fields Cambridge CB4 1YZ
Rev. Michael Claude Harper
16 Pightle Close, Harston. Cambridge
CB2 5NN
Dr Graham Dixon
20 Warwick Road, London, E11 2DZ
Denise Jillions
10 College Fields, Cambridge, CB4 1YZ
Reverend Alexander Fostiropoulos
99 Kenilworth Avenue, Wimbledon, London, SW19 7LP
Revd. Canon Dr. Joy Tetley
201a Milton Road, Cambridge, CB4 1XG
Patience Burne
7 Station Road, Swavesey, Cambridge, CB4 5QJ
Rev. Samir Gholam
30 Chatsworth Gardens,
New Malden, Surrey, KT3 6DW
Dr Eamon Duffy
Faculty of Divinity
St. John's Street
Cambridge
Howard Fitzpatrick
2 Short Street
Cambridge, CB1 1LB
Sergei Hackel
River Lawn, Barcombe Mills, Lewes, BN8 5BT
Bishop Kallistos of Diokleia (Timothy Richard Ware)
15 Staverton Road, Oxford, OX2 6HX

Signatures of subscribers

B.A. Osborne
Andrew Louth
John Binns
Symeon Lash
John Jillions
Michael C. Harper
Graham Dixon
Denise Jillions
Alexander Fostiropoulos
J.D. Tetley
P. Burne
Rev. S. Gholam
Eamon Duffy
H. Fitzpatrick
S. Hackel
+ Bishop Kallistos of Diokleia

Date 2nd March 1999.

Witness to the above signatures : -

Signature K.M.S. Alton Honeywell
Name in full KEVIN MAURICE SERAPHIM ALTON HONEYWELL
Address 5a High Street, Blakesley, Towcester, Northamptonshire, NN12 8RE
Occupation Solicitor

ARTICLES OF ASSOCIATION OF
THE INSTITUTE FOR ORTHODOX CHRISTIAN STUDIES

INTERPRETATION

1 In these Articles : -

“the Act” means the Companies Act 2006 including any statutory modification or re-enactment thereof for the time being in force

“the articles” means the Articles of the Institute

“the Institute” means THE INSTITUTE FOR ORTHODOX CHRISTIAN STUDIES

“The Cambridge Theological Federation” includes any successor body or bodies to it

“clear days” in relation to a period of a notice means 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

“written” includes communications by fax or e-mail

“executed” means any mode of execution

“financial expert” means an individual, company or firm who is an authorised person or an exempted person within the meaning of the Financial Services Act 1986

“office” means the registered office of the Institute

“Orthodox” means a member in good standing of any of the bodies mentioned in article 3.1 (a) or of any Church in communion with any one of them

“the seal” means the common seal of the Institute

“secretary” means the secretary of the Institute or any other person appointed to perform the duties of the secretary of the Institute, including a joint, assistant or deputy secretary

“the United Kingdom” means Great Britain and Northern Ireland

“person” includes any individual, corporation, partnership or unincorporated association

Words denoting the singular shall include the plural and vice-versa

Words denoting one gender (masculine, feminine or neuter) shall include both other genders unless the context otherwise requires

Unless the context otherwise requires, words or expressions contained in these articles bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these articles become binding on the Institute.

- 2.1 The Institute is established for the purposes declared in the Memorandum of Association of the Institute.
- 2.2
- a) The Institute, having the recognition and blessing of the Pan-Orthodox Episcopal Assembly for Great Britain and Ireland, shall have as President one of the Bishops of the Pan-Orthodox Episcopal Assembly, appointed by the Assembly for such period as it shall determine.
 - b) The President shall be ex-officio a Director of the Institute and a Trustee of the Charity, and also a Member.
 - c) The President shall have all the rights and responsibilities of a Director, Trustee and Member, with the special task of liaising between the Pan-Orthodox Assembly and the Institute on all relevant matters.
 - d) The President, since he is appointed by the Episcopal Assembly, is not subject to the provisions of articles 5 (a), (b), (c), and (d.), and article 39.’
- 3.1 The subscribers to the Memorandum of the Institute and such other persons as are admitted to membership in accordance with the articles shall be members of the Institute. There shall be no more than seventy-five but not less than twelve members appointed as follows:-
- (a) Each of the Diocesan Bishops who are members of the Pan-Orthodox Episcopal Assembly for Great Britain and Ireland shall have the right to nominate one representative as a member of the Institute.
 - (b) (i) two (2) members shall be nominees of The Cambridge Theological Federation and/or any other institution with which the Institute is affiliated. These members shall serve also as Directors during the term of their nomination.
 - (ii) one member shall be the nominee of the University of Cambridge Faculty of Divinity
 - (c) Directors and the Principal of the Institute serve also as members for the term of their office. The Principal attends ex officio at Board meetings and all committees of the Board, but does not exercise a vote at the Board.
 - (d) the remaining members shall be appointed by the members in general meeting by ordinary resolution (upon the nomination in writing by any member or director and the receipt of a written consent to serve from the proposed member)

Written notice of any resolution proposing a person for appointment as a Member, where that person is not an existing member or Director, must be given to the Secretary of the Institute not less than 21 (twenty-one) days before the date notified for the General Meeting at which the resolution is to be put.

PROVIDED THAT: -

(i) at least seventy-five (75) per cent of the members are Orthodox (and members shall be required to state to the other members and the directors from time to time whether or not they are Orthodox so that the required proportion can be maintained at all times)

(ii) the number of persons appointed under article 3.1(d) shall never be less than the aggregate number of persons nominated pursuant to articles 3.1(a), 3.1(b) and 3.1 (c)

(iii) no member shall be nominated or appointed (under any provision of article 3.1) for a term continuing after the end of the third Annual General Meeting following the date of the Member's appointment, unless a shorter period is specified in the resolution appointing the Member

3.2 In the event that it should appear desirable to the nominees of the ecclesiastical jurisdictions referred to in article 3.1 clause (a) to grant to another ecclesiastical jurisdiction the right to nominate a member of the Institute then

(a) the title of that ecclesiastical jurisdiction shall be added to those set out in article 3.1 clause (a)

(b) the number of members of the Institute shall be increased to take account of the additional nomination (but not so as to exceed the maximum number of members specified in article 3.1)

PROVIDED THAT the unanimous approval of all the nominees referred to in article 3.1 clause (a) for the time being shall be required for any rights of nomination to be granted under this article 3.2

- 3.3 If any ecclesiastical jurisdiction having the right to nominate a member of the Institute should wish permanently to cease to do so and signify the same in writing to the Institute then the name of that jurisdiction shall be removed from article 3.1 clause (a).
4. A member may at any time withdraw from the Institute by giving at least seven clear days notice to the Institute. Membership shall not be transferable and shall in the case of an individual cease on death.
5. A member shall be deemed to resign, and shall be advised of thereof in writing, if
- a) he is, or may be, suffering from mental disorder and either
- (1) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or its equivalent in any other part of the United Kingdom
- (2) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs: or
- b) he is a nominated member under the provisions of article 3.1 clause (a) or (b), and the nominating authority removes him by written notice to the directors.: or
- c) if the Institute resolves in general meeting by a vote of at least 75% of the membership that his membership shall cease
- d) if a member has not attended a meeting of members for a period greater than three years and has not appointed a proxy, save that the members may agree not to activate this clause in special circumstances.

GENERAL MEETINGS

6. There shall be one general meeting in each academic year.
7. The directors may call further general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than four weeks after receipt of the requisition. If there are not within the United Kingdom sufficient directors to call a general meeting, any director or any member of the Institute may call the meeting.

NOTICE OF GENERAL MEETINGS

8. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution or a resolution appointing a person as a director shall be called by at least twenty-one clear days' notice. All other extraordinary general meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed : -
- (a) in the case of an annual general meeting, by all the members entitled to attend and vote thereat; and
 - (b) in the case of any other meeting by a majority in number of the members having a right to attend and vote being a majority together holding not less than ninety-five per cent. of the total voting rights at the meeting of all the members.
- The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such.
9. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

10. No business shall be transacted at any meeting unless a quorum is present. One-third the number of members actually appointed (under any provision of article 3.1) who are entitled to vote upon the business to be transacted shall be a quorum, and those present holding proxy votes on behalf of members shall be counted in the quorum according to the number of proxies they hold
11. If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the directors may determine.
12. The Chair shall be elected in General Meeting for a term of three years and will be ex-officio a Director; the Chair must be Orthodox. A Deputy Chair shall be elected for a three year term by the General Meeting.

13. The Chair, or in his absence, the Vice-chair, or in the absence of both or them, some other member elected by general meeting shall preside as Chair of a general meeting.
14. **PROXY VOTES**

All members are entitled under the Companies Act 2006 to appoint a proxy to speak and vote on their behalf at meetings. Notification of the appointment of a proxy must be made in writing or by electronic means to the Secretary and the appointment remains in force until such time as the member cancels the appointment or changes his proxy by notification in writing to the Secretary.
15. The Chair may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted in an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
16. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded: -
 - a) by the Chair; or
 - b) by at least two members having the right to vote at the meeting; or
 - c) by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.
17. Unless a poll is duly demanded a declaration by the Chair that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

18. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the Chair and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
19. A poll shall be taken as the Chair directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
20. In the case of an equality of votes, whether on a show of hands or on a poll. the Chair shall be entitled to a casting vote in addition to any other vote he may have.
21. A poll demanded on the election of a Chair or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the Chair directs, not being more than thirty days after the poll is demanded. 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 the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
22. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
23. A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon if it had been proposed at a general meeting at which he was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more members.

VOTES OF MEMBERS

24. On a show of hands or on a poll every member present in person shall have one vote.

25. Persons who hold proxies (who need not be members of the Institute) must declare before any vote the proxies they hold and on whose behalf. There is no limit to the number of proxies held, provided these have been validly notified to the Secretary.
26. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the Chair whose decision shall be final and conclusive.

NUMBER AND RELIGIOUS AFFILIATION OF DIRECTORS

27. Unless otherwise determined by ordinary resolution, the maximum number of directors shall be 20 (twenty), and the total number of directors shall be not less than 3 (three). At least two-thirds of the directors shall be Orthodox and the directors shall be required to state to the other directors and the members from time to time whether or not they are Orthodox so that the required proportion can be maintained at all times)

POWERS OF DIRECTORS

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

DELEGATION OF DIRECTORS' POWERS

29. (a) The directors may delegate any of their powers to any committee consisting of three or more directors, and they may also delegate to any one director such of their powers as they consider desirable to be exercised by him, provided that any such delegation is approved in advance by a General Meeting. Any such delegation may be made subject to any conditions agreed by a general meeting, and may be revoked or altered. Subject to any such conditions, the proceedings of a committee with three or more members shall be governed by the articles regulating the proceedings of directors so far as they are

capable of applying, provided that all acts and proceedings of any such committee shall be reported fully and promptly to the directors.

(b) The delegation and distribution of powers between the Board, individual Directors, and the Principal of the Institute is governed by the ‘Memorandum of Agreement as to the Relationship between the Principal and the Board of Directors’ adopted *nem.con.* by Members at the Extraordinary Meeting of 21 June, 2008. It is attached as Appendix One to these Articles. This Memorandum constitutes an Executive Committee of the Board to liaise with and advise the Principal, and its provisions are binding on all parties.

APPOINTMENT AND RETIREMENT OF DIRECTORS

30. The first Directors of the Institute shall be the Right Reverend Basil Alfred Osborne (Bishop of Sergievo), the Right Reverend Timothy Richard Ware (Bishop Kallistos of Diokleia) and the Reverend John Alexander Jillions, and at the first annual general meeting all the directors shall retire from office.
31. A director shall hold office for three years after election (unless he retires, resigns, or is removed by resolution of the members under article 39) and must retire or be re-elected at the first general meeting after his term expires.
32. If the Institute, at the meeting at which a director retires at the end of his three-year term. does not fill the vacancy the retiring director shall, if willing to act, be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of the director is put to the meeting and lost.
33. No person other than a director retiring at the end of his three-year term shall be appointed or reappointed a director at any general meeting unless, no less twenty-one clear days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the Institute of the intention to propose that person for appointment or reappointment stating the particulars which would, if he were so appointed or reappointed, be required to be included in the company’s register of directors together with notice executed by that person of his willingness to be appointed or reappointed.

34. Not less than twenty-one clear days before the date appointed for holding a general meeting notice shall be given to all who are entitled to receive notice of the meeting of any person (other than a director retiring at the meeting) in respect of whom notice has been duly given to the Institute of the intention to propose him at the meeting for appointment or reappointment as a director. The notice shall give the particulars of that person which would, if he were so appointed or reappointed, be required to be included in the Institute's register of directors.
35. Subject as aforesaid, the Institute may by ordinary resolution appoint a person who is willing to act to be a director either to fill a vacancy or as an additional director, provided that the appointment does not cause the number of directors to exceed any number fixed by or in accordance with the articles as the maximum number of directors.
36. The directors may appoint a person who is willing to act to be a director, either to fill a vacancy or as an additional director, provided that the appointment does not cause the number of directors to exceed any number fixed by or in accordance with the articles as the maximum number of directors. A director so appointed shall hold office only until the next general meeting. If not reappointed at the next general meeting, he shall vacate office at the conclusion thereof.
37. Subject as aforesaid, a director who retires at an annual general meeting may, if willing to act, be reappointed. If he is not reappointed, he shall retain office until the meeting appoints someone in his place, or if it does not do so, until the end of the meeting.

ALTERNATIVE OR PROXY FOR A DIRECTOR

38. A director may appoint an alternate or proxy to speak and vote on his behalf by written notice to the Secretary. Such an appointment shall remain in force until revoked by written notice to the Secretary.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

39. The office of a director shall be vacated if -
 - (a) he ceases to be a director by virtue of any provision of the Act or is disqualified from acting as a trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision); or

- (b) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (c) he is, or may be, suffering from mental disorder and either -
 - (1) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or its equivalent in any other part of the United Kingdom, or
 - (2) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs: or
- (d) he resigns his office by notice in writing to the Institute; or
- (e) the Institute in general meeting resolves that his office be vacated; or
- (f) he shall for more than six consecutive months have been absent without permission of the directors from meetings of directors held during that period and the directors resolve that his office be vacated.

DIRECTORS' EXPENSES

40. The directors may be paid all reasonable travelling, hotel, and other expenses properly incurred by them in connection with their attendance at meetings of directors or committees of directors or general meetings or separate meetings of the holders of debentures of the Institute or otherwise in connection with the discharge of their duties.

DIRECTORS' APPOINTMENTS AND INTERESTS

41. Subject to the provisions of the Act, a General Meeting may appoint one or more of the directors to an executive office in the Institute. Any such appointment, agreement or arrangement may be made upon such terms as the General Meeting determines. Any appointment of a director to an executive office shall terminate if he ceases to be a director

42. Subject to the provisions of the Act, and Clause 7 of the Memorandum, and provided that he has disclosed to the directors the nature and extent of any material interest of his, a director notwithstanding his office, may be a party to, or otherwise interested in, any transaction or arrangement with the Institute or in which the Institute is otherwise interested.

43. For the purposes of Article 42: -

- (a) a general notice given to the directors that a director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the director has an interest in any such transaction of the nature and extent so specified; and
- (b) an interest of which a director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.

PROCEEDINGS OF DIRECTORS

44. The quorum for the transaction of the business of the directors shall be one-third the number of directors for the time being appointed subject at all times to a minimum of three (and for this purpose any director appointed under article 35 as an additional director shall be disregarded) and subject to the overriding proviso that there must at all times be a majority of Orthodox directors present to constitute a quorum. No director shall act as such or vote unless he has accepted his office by written acknowledgment of his appointment.

45. The continuing directors or a sole continuing director may act notwithstanding any vacancies in their number, but, if the number of directors is less than the number fixed as the quorum, the continuing directors or director may act only for the purpose of filling vacancies or of calling a general meeting.

46. The person elected as Chair by the General Meeting (see article 12) shall chair the meetings of the Directors. In his absence, the Chair shall be taken by the Deputy Chair; in the absence of both of them, the Directors present at the meeting shall elect one of their number to take the chair at that particular meeting.

47. All acts done by a meeting of directors, or of a committee of directors, or by a person acting as a director shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any director or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a director and had been entitled to vote.

48. A written resolution circulated by letter, fax or e-mail to all the directors entitled to receive notice of a meeting of directors or of a committee of directors and agreed by a simple majority of directors responding in writing or by electronic means shall be as valid and effectual as if it had been passed at a meeting of directors or (as the case may be) a committee of directors duly

convened and held and may consist of several documents in the like form each signed by one or more directors. The result of any written resolution shall be reported to the next meeting following of the Directors or the committee of Directors.

49. A meeting of the directors may be held either in person or by suitable electronic means agreed by the directors in which all the participants may communicate with all the other participants PROVIDED THAT at least three meetings of the directors in each year must take place in person.

50. Subject to the provisions of the Act, the secretary shall be appointed by the directors subject to confirmation by ordinary resolution for such term, at such remuneration and upon such conditions as they may think fit. Provided that if the directors shall appoint a secretary from among the directors he shall not receive any remuneration other than the repayment of expenses in accordance with article 39 hereof out of the funds of the Institute; and any secretary so appointed may be removed by them, subject to confirmation by ordinary resolution.

MINUTES

51. The directors shall cause minutes to be made in books kept for the purpose

- (a) of all appointments of officers made by the directors; and
- (b) of all proceedings at meetings of the Institute, and of the directors and of committees of directors, including the names of the directors present at each such meeting.
- (c) of all professional advice obtained.

RECORDS AND ACCOUNTS

52

52.1 The Directors must comply with the requirements of the Act and of the Charities Act 1993 as to keeping financial records, the audit of accounts and the preparation and transmission to the Registrar of Companies and the Charity Commissioners of

- (a) annual reports
- (b) annual returns
- (c) annual statements of accounts

52.2 Accounting records relating to the Institute must be made available for inspection by any director at any reasonable time during normal office hours and may be made available for inspection by members who are not directors if the directors so decide.

52.3 A copy of the Institute's latest available statement of account must be supplied on request to any director or member, or to any other person who makes a written request and pays the Institute's reasonable costs, within two months.

THE SEAL

53. The seal shall only be used by the authority of the directors or of a committee of directors authorised by the directors. The directors shall determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the secretary or by a second director.
54. No member shall (as such) have any right of inspecting any accounting records or other book or document of the Institute except as conferred by statute or authorised by the directors or by ordinary resolution of the Institute.

NOTICES

55. Any notice to be given to or by any person pursuant to the articles shall be in writing, by fax or e-mail, except that a notice calling a meeting of the directors need not be in writing.
56. The Institute may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address, or by fax or e-mail. A member whose registered address is not within the United Kingdom and who gives to the Institute an address within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the Institute.

57. A member present at any meeting of the Institute shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.
- 58 Proof that an envelope containing a notice was properly addressed. prepaid and posted or electronic records of faxes or e-mails shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

INDEMNITY

59. Subject to the provisions of the Act but without prejudice to any indemnity to which a director may otherwise be entitled, every director or other officer or auditor of the Institute shall be indemnified out of the assets of the Institute against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Institute.

DISSOLUTION

60. The provisions of the Memorandum relating to the dissolution of the Institute take effect as though repeated here.
-

**Names and addresses of
subscribers**

Rt. Revd. Basil Alfred Osborne 94a Banbury Road, Oxford, OX2 6JT	B.A. Osborne
Andrew Louth 13 Uplands Road, Darlington, DL3 7SZ	Andrew Louth
John Binns 39 Madingley Road, Cambridge CB3 0EL	John Binns
Rev. Michael Claude Harper 16 Pightle Close, Harston. Cambridge CB2 5NN	Michael C. Harper
Dr Graham Dixon 20 Warwick Road, London, E11 2DZ	Graham Dixon
V. Rev. Christopher John Alleyne Lash 107 Manchester Road, Chorlton-cum-Hardy, Manchester, M21 9GA	Symeon Lash
Denise Jillions 10 College Fields, Cambridge, CB4 1YZ	Denise Jillions
Reverend Alexander Fostiropoulos 99 Kenilworth Avenue, Wimbledon, London, SW19 7LP	Alexander Fostiropoulos
Revd. Canon Dr. Joy Tetley 201a Milton Road, Cambridge, CB4 1XG	J.D. Tetley
Patience Burne 7 Station Road, Swavesey, Cambridge, CB4 5QJ	P. Burne
Rev. John Alexander Jillions 10 College Fields Cambridge CB4 1YZ	John Jillions
Rev. Samir Gholam 30 Chatsworth Gardens, New Malden, Surrey, KT3 6DW	Rev. S. Gholam
Dr Eamon Duffy Faculty of Divinity St. John's Street Cambridge	Eamon Duffy
Howard Fitzpatrick 2 Short Street Cambridge, CB1 1LB	H. Fitzpatrick
Sergei Hackel River Lawn, Barcombe Mills, Lewes, BN8 5BT	S. Hackel
Bishop Kallistos of Diokleia (Timothy Richard Ware) 15 Staverton Road, Oxford, OX2 6HX	+ Bishop Kallistos of Diokleia

Date 2nd March 1999.

Witness to the above signatures : -

Signature K.M.S. Alton Honeywell

Name in full KEVIN MAURICE SERAPHIM ALTON HONEYWELL

Address 5a High Street, Blakesley, Towcester, Northamptonshire, NN12 8RE

Occupation Solicitor

APPENDIX ONE

A Memorandum of Agreement as to the Relationship between the Principal and the Board of Directors

adopted at an Extraordinary General Meeting of Members

On 21 June 2008

1. **The wellbeing of the Institute for Orthodox Christian Studies depends on the mutual trust between the Directors and the Staff, who support each other in their various, respective responsibilities. The clauses of this memorandum are intended to enable and encourage this. The Executive Committee, and especially the Chair and Principal, meet regularly to ensure this effective and supportive working relationship. The memorandum should be read in conjunction with the Memorandum and Articles of the Institute and in the light of current charity and companies legislation.**
2. **The Board of the Institute is charged with oversight of all aspects of the Institute,** determining general policy according to the terms of the Institute's Memorandum and Articles of Association and taking responsibility for all functions of the Institute. The Board discharges its duties in consultation with the Principal.
3. **The Board delegates to the Principal** responsibility for the day-to-day management of the Institute and authorises the Principal to undertake all actions and negotiations relevant to implementing Board policy within the terms of the Institute's Memorandum and Articles of Association. On its behalf, the Principal recruits and manages staff and students, negotiates with sponsors, organizes premises and facilities, liaises with the Cambridge Theological Federation and other academic bodies including accrediting universities, organises teaching and research in consultation with the Academic Director, directs conferences and publications, occasional lectures, visiting scholars, and all other activities of the Institute.
4. **To support the Principal in the carrying out these duties, the Board shall appoint an Executive Committee** consisting of the Chair, the Principal, and the Treasurer or Bursar.

5. **The Principal attends all Board meetings *ex officio*.** The Principal, and the Board member representing the Cambridge Theological Federation, may speak on all matters but not vote, nor do they form part of any quorum for transacting Board business. They may be asked to withdraw from a meeting for items concerning themselves.
6. **The Principal is *ex officio* a member of all Board Committees,** is sent all Committee papers, and may speak and vote at Committee meetings.
7. **The Principal reports to the Board** at its regular meetings on all activities of the Institute and responds to Board enquiries mediated through the Chairman or Vice-Chairman or Executive Committee at any time.
8. **The Principal consults and seeks the Board's advice on all relevant matters** and informs the Board fully as to any major proposed development that may affect policy or finance with full cost implications of any such development.
9. **The Principal may propose changes of policy, new developments and fresh initiatives to the Board,** which then deliberates upon them and determines what action should be taken. Directors or Members, either individually or as a group, may instigate initiatives themselves but, before bringing a proposal to the Board, should inform the Principal and seek from him relevant information and advice.
10. **The Principal, in collaboration with the Treasurer, Bursar or other financial officer, drafts for the Board an annual budget for its approval.** The Principal will seek permission from the Board or Executive Committee before exceeding a 10% overspend on any budgeted item. Any substantial overspending against the budget must be immediately reported to the Treasurer or Executive Committee who will inform the Board and advise appropriate action.
11. **The Board delegates to the Principal discretionary powers** to take immediate decisions when circumstances require, recognizing that Board members are commonly at a distance from the Institute, that they meet infrequently and may not be able easily to inform themselves of the Institute's immediate needs.

12. **The Principal will report immediately to the Executive Committee and to the Directors at the next Board Meeting any action taken under this discretionary power.** The Board will not normally countermand what has been done, but may counsel some modification.

13. **No member of the Board shall attempt individually to direct the Principal or the Institute staff in the performance of their duties.** Directors will act in concert with the Board and its Committees in advising or (if necessary) requiring action. Any concerns about the governance of the Institute should be addressed to the Principal who will discuss the matter with the Chair (or Executive Committee) and together they will ensure that appropriate procedures are followed.