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The Companies Act 2006

Company Limited by Guarantee and not having a Share Capital Articles of Association

of

The Priory for Wales of the Most Venerable Order of the Hospital of St John of Jerusalem (“the Charity”)

Company No.: 05071073 Charity No.: 250523

The first aid charity for Wales **Elusen cymorth cyntaf Cymru**

Registered in England and Wales. Charity number 250523. Company number 5071073.
Wedi'i gofrestru yng Nghymru a Lloegr. Rhif elusen 250523. Rhif cwmni 5071073.

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BACKGROUND

- a) The medieval Order of St John is the original inspiration behind the modern Most Venerable Order of the Hospital of St John of Jerusalem: a working Order of Chivalry of the British Crown. As part of its charitable work, the Order founded three separate charities in the nineteenth century. One was an eye hospital in Jerusalem. The other two were the St John Ambulance Association (1877) and the St John Ambulance Brigade (1887) providing, respectively, first aid and nursing training, and first aid and nursing work by trained volunteers. The two organisations merged around a hundred years later into the single St John Ambulance organisation.
- b) In 1907, His Majesty King Edward VII, as Sovereign Head of the Order, authorised the foundation of different 'pories' of the Order for different nations. The first to be founded was the Priory for Wales (1918), which in turn led to St John Ambulance in Wales becoming a separate organisation and charity from the English parent body.
- c) On 2 April 2020, St John Cymru-Wales (as St John Ambulance in Wales had then become known) was rebranded to St John Ambulance Cymru.
- d) As a result of our proud history, we maintain some historic terms relating to our governance. The Board of Trustees is known as a 'Priory Chapter'. The Chair of the Board is known as the 'Prior' and the Vice Chair known as the 'Chancellor'.



SECTION A: KEY CONSTITUTIONAL PROVISIONS

1. STATUS AND INTERPRETATION OF THE ARTICLES

- 1.1 These Articles are made pursuant to Statutes 31 and 34.
- 1.2 These Articles are subject to the provisions of the Royal Charter and the Statutes.
- 1.3 In the event of conflict or inconsistency between these Articles and the provisions of the Royal Charter, the Statutes or the Order Regulations, the provisions of the Royal Charter, the Statutes and/or the Order Regulations shall prevail.
- 1.4 Reference in these Articles to any action, power or discretion of the Priory or the Charity includes the lawful exercise thereof by the Prior or the Priory Chapter.
- 1.5 The meanings of any defined terms used in these Articles are set out in Article 46.
- 1.6 All references to 'they' and 'them', as the context requires, includes all persons.
- 1.7 A reference to 'Article' is a reference to an Article in these Articles.
- 1.8 A reference to 'Statute' is a reference to a Statute in the Statutes as defined in Article 46.
- 1.9 Unless the context otherwise requires, words or expressions contained in the Articles have the same meaning as in the Companies Acts but excluding any statutory modification not in force when this constitution becomes binding on the Priory.
- 1.10 Apart from the exception mentioned in the previous paragraph a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.
- 1.11 If any question arises as to the interpretation of these Articles, the matter shall be referred to the Grand Prior, whose decision shall be final.



2. OBJECT AND PURPOSES OF THE ORDER AND THE CHARITY

- 2.1 The Charity is an establishment of the Most Venerable Order of the Hospital of St. John of Jerusalem (the "Order"), a body incorporated in the United Kingdom by a royal charter and now governed by the Royal Charter, the Statutes and the Order Regulations and which is an ancient Christian order.
- 2.2 The Order has, under Statutes 30 and 31, established the Charity as an establishment of the Order comprising all members of the Order in Wales.
- 2.3 The Mottoes of the Order and the objects and purposes of the Order set out in the Statutes and the Order Regulations are now adopted by the Charity. The Mottoes of the Order remain the property of the Order at all times and are used with the consent of the Order. The Mottoes of the Order and the objects and the purposes of the Order, as they are formulated at the time of adoption of these Articles, are set out in the Schedule to these Articles.
- 2.4 The vision and mission statement of the Order are agreed from time to time and a statement of those current for the time being together with the agreed aims and objectives of the Charity will be set out in Regulations made under these Articles.
- 2.5 The Charity is a Priory pursuant to Statute 31 and is governed by the Prior and Priory Chapter.
- 2.6 The Charity is the Priory for Wales and ranks equally with all other priories and participates with them in the governance of the Order. The Priory for Wales contributes to the Order.
- 2.7 The objects and purposes of the Charity ("Objects") are to carry out the work of the Order in or from Wales.
- 2.8 Without limiting the objects and purposes of the Order, the Charity's area of authority is Wales. The Grand Prior may assign such responsibility to the Priory for Wales for any other territory under such terms and conditions as may be prescribed.
- 2.9 Without limiting the generality of the Objects, the Charity may carry out the following activities in delivery of its Objects:
- a) the award of medals, badges or certificates of honour for special services in the cause of humanity, especially for saving life at imminent personal risk;



- b) the maintenance and development of the St. John of Jerusalem Eye Hospital and the clinics and research projects connected therewith;
- c) the instruction of members of the public in the principles and practice of first aid, nursing, hygiene and other allied or ancillary subjects;
- d) the preparation, publication and distribution of course materials and other training aids to facilitate such instruction and the organisation of examinations and tests for the purpose of issuing certificates of proficiency in such subjects;
- e) the organisation, training and equipment of persons to undertake, on a voluntary basis either as individuals or as organised groups, first aid, nursing and allied activities, in the streets, public places, hospitals, homes, places of work or elsewhere as occasion may require for the relief, transport, comfort or welfare of those in need;
- f) the instruction of children and young people in first aid, nursing and other subjects conducive to the education of good citizens;
- g) the provision of trained personnel to be able to give assistance to central or local government departments or to the armed forces at times of emergency in peace or in war;
- h) the formation of ambulance and medical comforts depots and the organisation and administration of transport by ambulance;
- i) the formation and administration of establishments, councils, associations, centres or other subordinate bodies to facilitate the work of the Priory in local geographical areas; and
- j) the maintenance of contact and the development of collaboration with kindred priories and bodies.

3. POWERS OF THE CHARITY

3.1 The Charity has power to do anything which is calculated to further its Objects or is conducive or incidental to doing so.

3.2 In particular, the Charity has powers to:

- a) draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts in the name of the Charity;
- b) manufacture and distribute by sale or presentation publications, equipment or materials useful for or connected with furthering the objects and purposes of the Charity;



- c) raise funds, to invite and receive and accept donations, endowments and gifts of money, lands, hereditaments, stocks, funds, shares, securities or other assets whatsoever, and to borrow, invest or raise money with or without security for any objects or purposes of the Charity and either subject to or free from any special trusts or conditions. The Charity must comply as appropriate with sections 124 – 126 of the Charities Act 2011 if it wishes to mortgage land. The Charity must comply with sections 59 to 64A, 64B and 64C of the Charities Act 1992 and section 162A of the Charities Act 2011 in respect of fundraising;
- d) maintain, administer or develop all real and personal property vested in or under the control of the Charity, and the sale, lease, mortgage, loan, exchange, gift, or any other disposition of the same as circumstances may arise or permit;
- e) make social investments in accordance with and subject to the conditions in sections 292A, 292B and 292C of the Charities Act 2011;
- f) establish and maintain libraries and museums and the collection of works of art and objects of historical interest relating to the Charity;
- g) incorporate companies or other subordinate or subsidiary entities;
- h) acquire, alter, improve and (subject to such consents as may be required by law) to charge or dispose of property. In exercising this power, the Charity must comply with sections 117 and 122 of the Charities Act 2011;
- i) subject to Articles 4 and 14, employ such staff, who shall not be members of the Priory Chapter as are necessary for the proper pursuit of the Objects and to make all reasonable and necessary provision for the payment of pensions and superannuation to staff and their dependents;
- j) establish or support any charitable trusts, associations or institutions formed for all or any of the Objects;
- k) co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the Objects or similar charitable purposes and to exchange information and advice with them;
- l) provide indemnity insurance for the Trustees in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011;
- m) allocate or delegate (with power to subdelegate) such of these powers and authorities to such committees, person or body as the Charity shall consider necessary or expedient; and do all such other lawful things as are necessary to the achievement of the Objects.



4. APPLICATION OF FUNDS

4.1 The income and property of the Charity shall be applied solely towards the promotion of the Objects and no part shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to Members, and no Trustee or Connected Person shall be appointed to any office of the Charity paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Charity provided that nothing in these Articles shall prevent any payment in good faith by the Charity:

- a) of the usual professional charges for business done by any Member or Trustee who is a solicitor, accountant or other person engaged in a profession, or by any Connected Person, when instructed by the Charity to act in a professional capacity on its behalf provided that:
- b) at no time shall a majority of the Trustees benefit under this provision; and
- c) a Trustee shall withdraw from any meeting at which their appointment or remuneration, or that of a Connected Person to that Trustee, is under discussion;
- d) of reasonable and proper remuneration for any services rendered to the Charity by any employee or agent of the Charity who:
 - e) is not a Trustee or Connected Person; or
 - f) Is a Connected Person, provided the provisions of Article 5 are complied with.
- g) of interest on money lent by any Member, Trustee or Connected Person, at a reasonable and proper rate, as set out in Article 5.6;
- h) of fees, remuneration or other benefit in money or money's worth to any company, of which a Member, Trustee or Connected Person may also be a member holding not more than one per cent of the issued share capital of that company;
- i) of reasonable and proper rent for premises demised or let by any Member, Trustee or Connected Person as set out in Article 5.7;
- j) of fees, remuneration or other benefit in money or money's worth to any Trustee or Connected Person as expressly permitted by the Royal Charter, the Statutes, the Order Regulations, these Articles, a court or the Charity Commission;
- k) any reasonable and proper premiums in respect of indemnity insurance affected in accordance with Article 3.2(l) and any payments arising out of the provisions in Articles 36 and 37; or
- l) to any Trustee of reasonable out-of-pocket expenses properly incurred by them when acting on behalf of the Charity as authorised in advance by the Prior, Chancellor, or Chief Executive. The Prior and the Chancellor cannot authorise payment of their own respective expenses incurred by them under this Article.



5. LIMITATIONS OF PRIVATE BENEFITS

5.1 No Trustee or Connected Person may:

- a) buy any goods or services from the Charity on terms preferential to those applicable to members of the public;
- b) sell goods, services or any interest in land to the Charity;
- c) be employed by, or receive any remuneration from the Charity;

unless the payment is permitted by these Articles, or authorised by a court or the Charity Commission.

5.2 A Trustee or Connected Person may receive a benefit from the Charity as a beneficiary provided that it is available generally to the beneficiaries of the Charity.

5.3 A Trustee or Connected Person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the Charity where that is permitted in accordance with, and subject to the conditions in, sections 185 and 186 of the Charities Act 2011.

5.4 A Connected Person may receive reasonable and proper remuneration for the supply of services under a contract of employment with the Charity provided that:

- a) the authorisation under this provision must not extend to the service of acting as a Trustee;
- b) this provision is not relied upon by more than half of the Trustees in any financial year and for these purposes such provision shall be treated as applying to a Trustee if it applies to a person who is a Connected Person in relation to that Trustee;
- c) the Charity Commission's approval is obtained where the relevant Trustee and the relevant Connected Person are financially interdependent; and
- d) the relevant Trustee complies with the provisions set out in Article 22 (Declaration of Trustees' Interests) in relation to any decisions regarding such Connected Person.

5.5 A Trustee or Connected Person may provide the Charity with goods that are not supplied in connection with services provided to the Charity by the Trustee or Connected Person, but only if each of the following conditions is satisfied:

- a) The amount or maximum amount of the payment for the goods is set out in an agreement in writing between the Charity or its Trustees (as the case may be) and the Trustee or Connected Person supplying the goods ("**the Supplier**") under which the Supplier is to supply the goods in question to or on behalf of the Charity.



- b) The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.
- c) The other Trustees are satisfied that it is in the best interests of the Charity to contract with the supplier rather than with someone who is not a Trustee or Connected Person. In reaching that decision the Trustees must balance the advantage of contracting with a Trustee or Connected Person against the disadvantages of doing so.
- d) The Supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with them or it with regard to the supply of goods to the Charity.
- e) The Supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of Trustees is present at the meeting.
- f) The reason for their decision is recorded by the Trustees in the minute book.
- g) A majority of the Trustees then in office are not in receipt of remuneration or payments authorised by this Article 5.

5.6 A Trustee or Connected Person may receive interest on money lent to the Charity at a reasonable and proper rate which must be not more than the Bank of England rate (also known as the base rate) plus one percentage point.

5.7 A Trustee or Connected Person may receive rent for premises let by the Trustee or Connected Person to the Charity. The amount of rent and other terms of the lease must be reasonable and proper. The Trustee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.

5.8 A Trustee or Connected Person may take part in the normal trading and fundraising activities of the Charity on the same terms as members of the public.

5.9 In Articles 5.2 to 5.8, a reference to the Charity includes any entity in which the Charity:

- a) holds more than 50% of the shares; or
- b) controls more than 50% of the voting rights attached to the shares; or
- c) has the right to appoint sufficient directors to the board as to control at least 50% of voting rights at the board.



6. LIMITED LIABILITY

6.1 The liability of each Member is limited to £1, being the amount that each Member promises, if the Charity is dissolved while they remain a Member or within one year after they cease to be a Member, to pay towards:

- a) payment of the Charity's debts and liabilities incurred before they ceased to be a Member;
- b) payment of the costs, charges and expenses of winding up; and
- c) adjustment of the rights of the contributories among themselves.

7. DISSOLUTION

7.1 If the Charity is wound up or dissolved and after all its debts and liabilities have been satisfied there

7.2 remains any property it shall not be paid or distributed among the Members but shall be given or transferred to the Order.

8. AMENDMENTS OF THE ARTICLES OF ASSOCIATION

8.1 Subject to the provisions of the Companies Acts, the Grand Prior may, on the recommendation of the Executive Committee, make rules for the government of the Charity (including its powers and functions, and the composition of the Priory Chapter), and thereafter, such rules shall be capable of addition, amendment or revocation from time to time by the Grand Prior on the recommendation of the Prior and the Priory Chapter, and having regard to the advice of the Executive Committee.

8.2 The Grand Prior may suspend temporarily all or part of the operation of the Charity or any rules applicable to it and may, on the recommendation of the Grand Council and subject to the provisions of the Companies Acts, vary the Articles or dissolve the Charity and/or any of the Charity's subordinate organisations.

8.3 These Articles may only be amended with the prior written consent of the Grand Prior, on the recommendation of the Prior and the Priory Chapter, acting on the advice of the Executive Committee.



SECTION B: APPOINTMENTS AND OFFICERS

9. PRIOR

- 9.1 The Prior is appointed by the Grand Prior on the recommendation of the Priory Chapter, itself having received a recommendation from an Appointments Committee, for such term as may be specified (subject always to Article 17) but, notwithstanding such term, the appointment may be terminated by:
- a) the Prior tendering their resignation; or
 - b) the Grand Prior, at will.
- 9.2 The Prior may be re-appointed by the Grand Prior on the recommendation of the Priory Chapter, itself having received a recommendation from the Appointments Committee subject always to the limits set out in Article 17.
- 9.3 The Prior shall be prohibited from sitting on any Appointments Committee convened to consider either their re-appointment or the appointment of their successor.
- 9.4 The duties and responsibilities of the Prior may be prescribed by Regulations.

10. SUB PRIOR

- 10.1 Should a member of the Royal Family be appointed Prior, or in other exceptional circumstances, then an appointment of a Sub Prior shall be made by the Grand Prior on the recommendation of the Priory Chapter, itself having received a recommendation from an Appointments Committee, for such term as may be specified (subject always to Article 17 but, notwithstanding such term, the appointment may be terminated by:
- a) the Sub Prior tendering their resignation; or
 - b) the Grand Prior, at will.
- 10.2 In the event of a Sub Prior being appointed, all reference herein (save for in this Article 10) to the Prior shall include the Sub Prior.



11. CHANCELLOR

11.1 The Chancellor is appointed by the Grand Prior on the recommendation of the Priory Chapter, itself having received a recommendation from the Appointments Committee, for such term as may be specified (subject always to Article 17) but, notwithstanding such term, the appointment may be terminated by:

- a) the Chancellor tendering their resignation; or
- b) the Grand Prior, at will.

11.2 The Chancellor may be reappointed by the Grand Prior on the recommendation of the Priory Chapter, itself having received a recommendation from the Appointments Committee, subject always to the limits set out in Article 17.

11.3 The Chancellor shall be a member of the Order and the deputy of the Prior and may be appointed to the Grand Council of the Order if the Prior so determines.

11.4 If the Prior is absent or unable to act, the Chancellor shall act for the Prior.

11.5 Further duties and responsibilities of the Chancellor may be prescribed by Regulations.

12. PRIORY SENIOR PRINCIPAL OFFICERS

12.1 The Priory Senior Principal Officers are the Prior, the Sub Prior (if any), the Chancellor and those set out in Article 12.2, all of whom shall have been appointed as a Trustee in accordance with Article 16 and subject to Article 17 before commencing their respective Priory Senior Principal Officer position.

12.2 The following shall be Priory Senior Principal Officers and shall be appointed by the Prior from the Trustees on the recommendation of the Priory Chapter, itself having received a recommendation from the Appointments Committee:

- a) **Bailiff of St David's**
 - i) Only a member of the Order in Wales can be appointed to this office.
 - ii) The Bailiff will perform such roles and duties as appropriate to their rank as may be determined by the Prior from time to time.



- b) **Dean**
 - i) Only a professing Christian can be appointed to be a Dean and before taking up their appointment as such a Dean shall make the St. John Declaration.
 - ii) The Dean must be ordained and in good standing as a clergyperson in a Church professing a Trinitarian belief.
 - iii) The Dean will provide advice on all spiritual and ecclesiastical matters pertaining to the Priory and will be the Priory's representative to the College of Deans of the Order.
- c) One such further Officer as may be prescribed by Regulations.

12.3 Each such Priory Senior Principal Officer shall immediately vacate their office upon ceasing to be a Trustee.

12.4 The Priory Senior Principal Officer positions created by virtue of Article 12.2 may be kept vacant by the Prior, on recommendation of the Priory Chapter, save for the office of Dean which must be filled within one year of a vacancy arising.

12.5 Any Priory Senior Principal Officer position which has been vacant for more than one year in accordance with Article 12.4 must be reviewed by the Priory Chapter annually.

13. DELEGATION OF DAY-TO-DAY MANAGEMENT AND THE CHIEF EXECUTIVE

13.1 The Priory Chapter may delegate day to day management and administration of the Charity to one or more executive officers, including a Chief Executive.

13.2 Each such executive officer shall be appointed by the Priory Chapter on the recommendation of an Appointments Committee for such term and upon such conditions as they may think fit, and the executive officer so appointed may be removed by the Priory Chapter.

13.3 The specific duties and responsibilities of each respective executive officer shall be determined by the Priory Chapter, and the Priory Chapter shall:

- a) provide a description of the executive's role; and
- b) set the limits of the executive's authority.



- 13.4 Each such executive officer shall be responsible to the Priory Chapter through the Prior for the proper discharge of their respective duties and responsibilities unless otherwise prescribed by the Priory Chapter.
- 13.5 Each such executive officer shall report regularly and promptly to the Priory Chapter activities undertaken in accordance with their role.
- 13.6 Notwithstanding the duties of the Priory Chapter, the Chief Executive shall have overall responsibility for the operations of the Charity and its headquarters, and for providing leadership and co-ordination throughout the Charity in the achievement of its strategic and operating goals within a budget approved by the Priory Chapter.

14. TRUSTEES' APPOINTMENTS

- 14.1 Subject to any contrary provision in these Articles, the Priory Chapter may appoint one or more Trustees to any unremunerated executive office under the Charity. Any such appointment may be made upon such terms as the Priory Chapter may determine. Any appointment of a Trustee to an executive office shall terminate if they cease to be a Trustee.
- 14.2 Except to the extent permitted by these Articles, no Trustee shall take or hold any interest in property belonging to the Charity or receive remuneration or be interested otherwise than as a Trustee in any other contract to which the Charity is a party.



SECTION C: GOVERNANCE, PRIORY CHAPTER, and TRUSTEES

15. GOVERNMENT OF THE CHARITY

- 15.1 The Charity, being an establishment of the Order;
- a) must at all times comply with and observe the Royal Charter, Statutes, Order Regulations and these Articles; and
 - b) will be governed under the authority of the Sovereign Head, transmitted through the Grand Prior, the Grand Council, the Executive Committee and the Prior sitting in Priory Chapter.
- 15.2 The Trustees as charity trustees have control and management of the administration of the Charity and its property and funds.
- 15.3 The board of Trustees shall be known as 'the Priory Chapter' or in the alternative 'the Board'. Both terms may be used interchangeably.
- 15.4 The Trustees must comprise at least ten natural persons who are over the age of 16, all of whom must support the Objects. There shall be no corporate Trustees.
- 15.5 No one may be appointed as a Trustee if they would be disqualified from acting under the provisions of Article 17.
- 15.6 A Trustee may not appoint an alternate trustee or any other person to act on their behalf at meetings of the Trustees.
- 15.7 The Prior, on the recommendation of the Priory Chapter, shall prescribe a Trustees' Code of Conduct which shall set out the required standards of conduct and integrity of the Trustees.

16. APPOINTMENT OF TRUSTEES

- 16.1 A person who is willing to act to be a Trustee may be appointed:
- a) by ordinary resolution of the Members, or
 - b) by a simple majority of all the Trustees entitled to attend and vote at any Priory Chapter meeting.



- 16.2 The Appointments Committee shall make recommendations to the Members and Priory Chapter regarding:
- a) the appointment and re-appointment of all Trustees; and
 - b) any other appointment which may be referred to it by the Priory Chapter or Chief Executive.

- 16.3 A technical defect in the appointment of a Trustee of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.

17. RETIREMENT, REMOVAL, DISQUALIFICATION, OR VACATION OF TRUSTEES

- 17.1 All Trustees shall be appointed for a fixed term not exceeding a Triennium.

- 17.2 Where a Trustee is appointed at a date falling on or after 1 January in any given year, the remaining period of time to the following St John Day shall be disregarded and their appointment for the purposes of calculating Triennia served shall be treated as having commenced on the St John Day immediately following the date of their appointment.

- 17.3 A retiring Trustee may be reappointed for a second Triennium, but no Trustee shall remain a Trustee for more than two Triennia unless they are appointed as a Priory Senior Principal Officer or shall do so at the request of the Prior for a further period of up to one year, subject to approval by the remaining Trustees.

- 17.4 If a Trustee is appointed as a Priory Senior Principal Officer, they may serve as a Trustee for a further two Triennia in addition to the limit set out at Article 17.3. No Trustee who is appointed as a Priory Senior Principal Officer may serve for more than four Triennia in total or shall do so at the request of the Prior for a further period of up to one year, subject to approval by the remaining Trustees.

- 17.5 If any Trustee is appointed as a Priory Senior Principal Officer, following their retirement from the Priory Senior Principal Officer role they may serve one further triennium as an ordinary Trustee, provided that their total tenure does not exceed four triennia.

- 17.6 No former retired trustee may be re-appointed unless they served less than the limits imposed above in Articles 17.3, 17.4 and 17.5, except in the event that such person has not been a Trustee for a period of not less than 12 continuous years immediately prior to such re-appointment and provided that Articles 17.3, 17.4, and 17.5 shall apply as if such re-appointment was the relevant Trustee's first appointment as Trustee.



17.7 Regulations may be made by Priory Chapter to prescribe a limit on tenure of any position; or to prescribe the procedure relating to the suspension or removal from office of the holder of any position.

17.8 A Trustee shall cease to hold office if they:

- a) cease to be a Member;
- b) cease to be a director or Trustee by virtue of any provision in the Companies Acts or is prohibited by law from being a director or Trustee;
- c) are disqualified from acting as a Trustee by virtue of sections 178, 178A, 179 and 181A of the Charities Act 2011;
- d) in the written opinion, given to the Charity, of a registered medical practitioner treating that person, have become physically or mentally incapable of acting as a Trustee and may remain so for more than three months;
- e) are prevented, either wholly or partly, by an order of the court from personally exercising any powers or rights which they would otherwise have and the Trustees resolve that their office be vacated;
- f) resign as a Trustee by notice to the Charity (but only if at least two Trustees will remain in office when the notice to resignation is to take effect);
- g) are absent without permission of the Priory Chapter from all their meetings held within a period of six consecutive months;
- h) are absent without permission of the Priory Chapter from three or more of their consecutive meetings without good reason;
- i) engage in conduct which leads to the Priory Chapter deciding to make a serious incident report to the Commission;
- j) are in breach of the Trustees' Code of Conduct and the Priory Chapter resolve that their office be vacated
- k) are removed from office by the Grand Prior at will; or
- l) are removed from office under the provisions of these Articles.

18. PRIORY CHAPTER PROCEEDINGS

18.1 Meetings of the Priory Chapter shall always be opened and closed with the prayers of the Order or such other prayers as may be prescribed by the senior ecclesiastical officer for the time being of the Charity.

18.2 The Priory Chapter may regulate their proceedings as they think fit subject to the provisions of these Articles and in accordance with any Regulations.



NOTICE OF MEETINGS

- 18.3 Any two Trustees may call a meeting of the Priory Chapter by giving not less than five Business Days' notice of the meeting (or such lesser notice as all the Trustees may agree) to the Trustees or by authorising the Secretary (if any) to give such notice who must comply with such a request.
- 18.4 The Prior (or the Chancellor, if the Prior shall so delegate) shall convene a meeting of the Priory Chapter at least three times each year by giving not less than five Business Days' notice of the meeting (or such lesser notice as all the Trustees may agree) to the Trustees or by authorising the Secretary (if any) to give such notice.
- 18.5 A Trustee who is absent from the UK and who has no registered address in the UK shall not be entitled to notice of a Priory Chapter or committee of the Priory Chapter meeting.
- 18.6 For the avoidance of doubt, notice to be given under this Article 18 may be given via electronic communication.

MEETINGS

- 18.7 A quorum of the Priory Chapter shall be five Trustees, of whom at least one must be a Priory Senior Principal Officer
- a) A Trustee shall not be counted in the quorum present when any decision is made about a matter upon which that Trustee is not entitled to vote.
- 18.8 Any meeting of the Priory Chapter at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Trustees.
- a) No decision may be made by a meeting of the Priory Chapter unless such quorum is present at the time the decision is purported to be made.
- b) "Present" includes being present by electronic means agreed by the Priory Chapter in which a participant or participants may communicate with all other participants.
- 18.9 The Trustees may act notwithstanding any vacancies in their number, but, if the number of Trustees is less than the number fixed as the quorum, the continuing Trustees or Trustee may act only for the purpose of filling vacancies or of calling a general meeting.



18.10 A meeting of the Priory Chapter may be held either in person or by suitable electronic means agreed by the Trustees in which all participants may communicate with all the other participants.

18.11 The chairperson of the Priory Chapter shall be the Prior or (if the Prior is absent) the Chancellor. In the absence of both, the Trustees present shall elect one of their number to preside.

DECISION MAKING

18.12 Any issue may be determined by a single majority of the votes cast at a meeting.

18.13 Each Trustee present shall have one vote on each issue but, in the case of equality of votes, the chairperson of the meeting has a second or casting vote.

18.14 A resolution in writing, signed by, or in electronic form agreed by all the Trustees entitled to receive notice of a meeting of the Priory Chapter (other than any conflicted Trustee who has not been authorised to vote) shall be as valid and effectual as if it has been passed at a meeting of the Priory Chapter or (as the case may be) a committee of the Priory Chapter duly convened and held. Such a resolution may consist of several documents in the like form, each signed by, or electronic communication from, one or more of the Trustees.

18.15 The Priory Chapter may take an unanimous decision without a Priory Chapter meeting by indicating to each other in writing, including without limitation by electronic communication, that they share a common view on a matter. Such a decision may, but need not, take the form of a resolution in writing, copies of which have been signed by each Trustee or to which each Trustee has otherwise indicated agreement in writing.

18.16 A decision which is made in accordance with Article 18.15 shall be as valid and effectual as if it had been passed at a meeting duly convened and held, provided the following conditions are complied with:

- a) approval from each Trustee must be received by one person being either such person as all the Trustees have nominated in advance for that purpose or such other person as volunteers if necessary ("the Recipient"), which person may, for the avoidance of doubt, be one of the Trustees;
- b) following receipt of responses from all of the Trustees, the Recipient shall communicate to all of the Trustees by any means whether the resolution has been formally approved by the Trustees in accordance with this Article;



- c) the date of the decision shall be the date of the communication from the Recipient confirming formal approval; and
- d) the Recipient must prepare a minute of the decision in accordance with Article 34.3.

18.17 A procedural defect of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.

19. POWERS OF THE PRIORY CHAPTER AND TRUSTEES

- 19.1 The Trustees shall manage the business of the Charity and may exercise all of the powers of the Charity unless they are subject to any restrictions imposed by the law (including the Companies Acts), the Articles or any special resolution.
- 19.2 No alteration of the Articles or any special resolution shall have retrospective effect to invalidate any prior act of the Trustees.
- 19.3 In addition to all functions and powers expressed in Article 19.1, and without detracting from the generality of their powers under the Articles, the Priory Chapter shall have the following powers in the administration of the Charity in their capacity as Trustees:
- a) to exercise in their capacity as Trustees any powers of the Charity which are not reserved to them in their capacity as Members;
 - b) to expend the funds of the Charity in such manner as they shall consider most beneficial for the achievement of the Objects and to invest in the name of the Charity such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the Objects of the Charity;
 - c) to enter into contracts on behalf of the Charity;
 - d) to ensure that the charitable status of the Charity is not compromised;
 - e) to require that the Charity and its Members and employees act lawfully and observe the Articles, Regulations and policies of the Charity;
 - f) to secure and maintain the financial viability of the Charity and ensure that the best use is made of the total financial resources of the Charity;
 - g) to make Regulations to give full effect to these Articles or as may be deemed necessary or expedient for the conduct, control or management of the Charity;
 - h) to agree, review and monitor the mission, vision and values of the Charity on an annual basis;



- i) to approve a strategic plan for the Charity and an action/operating plan for each year as prescribed by Regulations;
- j) to oversee the preparation of the Charity's annual report and the preparation and audit of the Charity's financial statements.

19.4 In accordance with Statute 30, the Charity shall:

- a) use its best endeavours to co-operate with and support other Establishments; and
- b) subject to mandatory provisions of applicable law, adopt such policies as from time to time be prescribed by Grand Council.

20. DELEGATION

20.1 The Trustees may delegate any of their powers or functions to a committee of two or more Trustees but the terms of any delegation must be recorded in the minute book or scheme of delegation approved by the Trustees.

20.2 The Priory Chapter may impose conditions when delegating, including the conditions that:

- a) the relevant powers are to be exercised exclusively by the committee or the officers of the Charity to whom they are delegated;
- b) no expenditure may be incurred on behalf of the Charity except in accordance with a budget previously agreed with the Trustees.

20.3 The Trustees may revoke or alter a delegation.

20.4 All acts and proceedings of any committees or panels must be fully and promptly reported to the Trustees.

20.5 Every such committee, panel or officer of the Charity must in the exercise of the powers so delegated conform to any Regulations that may be imposed on it by the Trustees.

20.6 The Priory Chapter shall establish a Priory Honours and Awards Committee, and such other committees as deemed appropriate to assist in the conduct of the Priory Chapter's affairs, the role, composition, and responsibilities of which shall be set out in the Regulations.



21. VALIDITY OF TRUSTEES' DECISIONS

21.1 All acts done by a Trustee shall, notwithstanding that it be afterwards discovered that there was defect in the delegation of power to such Trustee; or in the appointment of such Trustee; or that such Trustee was disqualified from holding office; or had vacated office; or was not entitled to vote; be as valid as if such person had been duly authorised or appointed and was qualified and had continued to be a Trustee and had been entitled to vote, as appropriate.

22. DECLARATION OF TRUSTEES' INTERESTS

22.1 A Trustee must declare the nature and extent of any interest, direct or indirect, which they have in a proposed transaction or arrangement with the Charity or in any transaction or arrangement entered into by the Charity which has not previously been declared. A Trustee must absent themselves from any discussions of the Trustees in which it is possible that a conflict will arise between their duty to act solely in the interests of the Charity and any personal interest (including, but not limited to, any personal financial interest), including interests in other company / charity / organisation / Connected Person.

23. CONFLICTS OF LOYALTIES

23.1 If a conflict of interests arises for a Trustee because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in these Articles, the unconflicted Trustees may authorise such a conflict of interests where the following conditions apply:

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

23.2 In this Article 23, a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a Trustee or to a Connected Person.



SECTION D: MEMBERSHIP AND GENERAL MEETINGS

24. MEMBERS OF THE CHARITY

- 24.1 The Charity must maintain a register of names and addresses of the Members.
- 24.2 Membership is open only to the Trustees and is terminated if the Member concerned ceases to be a Trustee.
- 24.3 A Trustee shall become a Member on becoming a Trustee.
- 24.4 The number of Members with which the Charity proposes to be registered is unlimited.
- 24.5 Only Members shall be entitled to receive notice of or to attend or vote at any general meeting of the Charity.
- 24.6 Membership of the Charity may be suspended in circumstances prescribed by Regulations.
- 24.7 Membership is not transferable and shall cease on death.

25. GENERAL MEETINGS

- 25.1 A general meeting may be called by the Prior or the Chancellor at any time.
- 25.2 A general meeting must be called within 21 days of a written request from two or more Trustees (being Members) and the general meeting must be held on a date not later than six weeks after receipt of the requisition.



26. ANNUAL GENERAL MEETINGS

- 26.1 The Charity shall hold an annual general meeting of Members each year in addition to any other meeting in that year and shall specify the meeting as such in the notices calling it.
- 26.2 Not more than 15 months may elapse between successive annual general meetings of Members.
- 26.3 The annual general meeting of Members shall be held at such times and places as the Members shall appoint.
- 26.4 The annual general meeting of Members shall receive the annual report and duly audited financial statement of the Charity.

27. NOTICE OF GENERAL MEETINGS

- 27.1 General meetings are called on at least:
- ten Clear Days' written notice for an annual general meeting or a general meeting called for the passing of a special resolution;
 - five Clear Days' written notice for all other general meetings.
- 27.2 An annual general meeting may be called by shorter notice if it is agreed by all the Members entitled to attend and vote at the meeting.
- 27.3 Any other general meeting may be called by shorter notice if it is agreed by a majority in number of Members having a right to attend and vote at the meeting, being a majority who together hold not less than 95 per cent of the total voting rights at the meeting of all the Members.
- 27.4 The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so. The notice must also contain a statement setting out the right of Members to appoint a proxy under section 324 of the Companies Act 2006. If a special resolution is to be proposed, the notice shall set out the terms of the proposed special resolution.



27.5 The notice must be given to all Members (except those Members who having no registered address within the United Kingdom have not supplied to the Charity an address within the United Kingdom for the giving of notices to them) and the auditor for the time being of the Charity, and no other person shall be entitled to receive notice of general meetings.

27.6 The accidental omission to give notice of a meeting to, or the non-receipt of a notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

27.7 A Member present at any meeting of the Charity either in person or by proxy shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.

28. PROCEEDINGS AT GENERAL MEETINGS

28.1 No business shall be transacted at any general meeting of Members unless a quorum is present.

28.2 There is a quorum at a general meeting if the number of Members present in person or by proxy is at least five, of whom at least one must be a Priory Senior Principal Officer.

28.3 If:

- a) a quorum is not present within half an hour from the time appointed for the meeting; or
- b) during a meeting a quorum ceases to be present,

the meeting shall be adjourned to the same day in the next week at the same time and place, or to such time and place as the Members shall determine.

28.4 General meetings of Members shall be chaired by:

- a) the Prior;
- b) in the Prior's absence, the Chancellor; or
- c) in the absence of both, if there is no such person or they are not present and willing to act within 15 minutes of the time appointed for the meeting, the Members present shall elect one of their number to be chairperson. If there is only one Member present and willing to act, they shall be the chairperson.



28.5 The chairperson may, with the consent of a majority present at a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had adjournment not taken place.

28.6 Where a meeting is adjourned for 14 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.

29. VOTES OF MEMBERS

29.1 Except where otherwise provided by the Articles or the Companies Act, every issue is to be decided by ordinary resolution.

29.2 Subject to Articles 29.3 and 29.7, every Member present in person or by proxy shall have one vote on each issue.

29.3 No Member shall be entitled to vote at any general meeting unless all monies then payable by them to the Charity have been paid.

29.4 Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person chairing the meeting shall be final.

29.5 Every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the person chairing the meeting whose decision shall be final and conclusive. The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive.

29.6 Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded pursuant to the Companies Acts.

29.7 In the case of an equality of votes, the chairperson shall be entitled to a casting vote in addition to any other vote they may have.



29.8 The result of the vote must be recorded in the minutes of the Charity but the number or proportion of votes cast need not be recorded. 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.

29.9 A technical defect in the appointment of a Member of which the Members are unaware at the time does not invalidate a decision taken at a general meeting or a written resolution.

30. WRITTEN RESOLUTIONS

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

- a) a copy of the proposed resolution has been sent to every eligible Member;
- b) a simple majority (or in the case of a special resolution a majority of not less than 75%) of Members has signified its agreement to the resolution; and
- c) A resolution in writing may comprise several copies to which one or more Members have signed their agreement.

31. CONTENT OF PROXY NOTICES

31.1 Proxies may only validly be appointed by notice in writing (a "proxy notice") which:

- a) states the name and address of the Member appointing the proxy;
- b) identifies the person appointed to be that Member's proxy and the general meeting in relation to which that person is appointed;
- c) is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the Members may determine; and
- d) is delivered to the Charity in accordance with these Articles and any instructions contained in the notice of the general meeting to which they relate.

31.2 The Charity may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.



31.3 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.

31.4 Unless a proxy notice indicates otherwise, it is to be treated as:

- a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
- b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

32. DELIVERY OF PROXY NOTICES

32.1 A person who is entitled to attend, speak or vote at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Charity by or on behalf of that person.

32.2 An appointment under a proxy notice may be revoked by delivering to the Charity a notice in writing given by or on behalf of the person by whom or whose behalf the proxy notice was given.

32.3 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.

32.4 If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.



SECTION E: ADMINISTRATIVE AND MISCELLANEOUS PROVISIONS

33. COMPANY SECRETARY

33.1 Subject to the provisions of the Companies Act 2006, the Secretary shall be appointed by the Priory Chapter for such term, at such remuneration (if not a Trustee) and upon such conditions as they may think fit; and any Secretary so appointed may be removed by the Priory Chapter.

34. RECORDS AND ACCOUNTS

34.1 The Trustees must comply with the requirements of the Companies Acts and Charities Act 2011 as to keeping records, the audit or independent examination of accounts and the preparation and transmission to the Registrar of Companies and the Charity Commission of information required by law, including:

- a) annual returns;
- b) annual reports; and
- c) annual statements of account.

34.2 In particular, the Trustees must keep accounting records as required by the Companies Acts. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Financial Reporting Council or its successors and adhere to the recommendations of applicable Statements of Recommended Practice. Accounting records relating to the Charity must be made available for inspection by any Trustee at any time during normal office hours.

34.3 The Trustees must keep minutes of all:

- a) appointments of officers made by the Trustees;
- b) proceedings at general meetings of the Members; and
- c) meetings of the Trustees and committees (other than advisory committees) including:
 - i) the names of the Trustees present at each meeting;
 - ii) the decisions made at the meetings; and
 - iii) where appropriate the reasons for the decisions.

34.4 The Trustees must notify the Charity Commission promptly of any changes to the Charity's entry on the Central Register of Charities.



34.5 A copy of these Articles and any Regulations made thereunder and latest available statement of accounts must be supplied on request to any Trustee. Copies of the latest accounts must also be supplied in accordance with the Charities Act to any other person who makes a written request and pays the Charity's reasonable costs.

35. REGULATIONS

35.1 The Priory Chapter may from time to time make such reasonable and proper rules or bye laws ("**Regulations**") as they may deem necessary or expedient for the proper conduct and management of the Charity.

35.2 The Charity shall prescribe by Regulations procedures to be observed in circumstances where debts and liabilities or other commitments will or may be incurred.

35.3 The Regulations may regulate the following matters but are not restricted to them:

- a) the admission of Members and the rights and privileges of Members, and the entrance fees, subscriptions and other fees or payments to be made by Members;
- b) the conduct of the Members in relation to one another, and to the Charity's employees and volunteers;
- c) the setting aside of the whole or any part or parts of the Charity's premises at any particular time or times or for any particular purpose or purposes;
- d) the procedure at general meetings and meetings of the Trustees in so far as such procedure is not regulated by the Companies Acts or by these Articles;
- e) creation, composition and regulation of committees with delegated authority from the Priory Chapter;
- f) creation and duties of Priory Senior Principal Officers in accordance with Article 12;
- g) such other matters as prescribed by these Articles; and
- h) generally, all such matters as are commonly the subject matter of company rules.

35.1 The Regulations shall be binding on all Members.

35.2 The Members have the power to alter, add to or repeal the Regulations.

35.3 No Regulation shall be inconsistent with, or shall affect or repeal anything contained in, these Articles.



36. INDEMNITY

- 36.1 The Charity shall indemnify a relevant Trustee or other officer of the Charity against any liability incurred in that capacity, to the extent permitted by sections 232 to 234 of the Companies Act 2006.
- 36.2 In this Article, a "relevant Trustee" means any Trustee or former Trustee.
- 36.3 The Charity may indemnify an auditor against any liability incurred by them or it:
- a) in defending proceedings (whether civil or criminal) in which judgment is given in their or its favour or they or it is acquitted; or
 - b) in connection with an application under section 1157 of the Companies Act 2006 (power of Court to grant relief in case of honest and reasonable conduct) in which relief is granted to them or it by the Court.

37. TRUSTEE INDEMNITY INSURANCE

- 37.1 The Charity may at its expense procure the provision of indemnity insurance to cover the liability of the Trustees and officers of the Charity 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 Charity.
- 37.2 Any such insurance shall not extend to:
- a) any claim arising from any act or omission which the Trustees or officers of the Charity knew to be a breach of trust or breach of duty or which is committed by the Trustees or officers of the Charity in reckless disregard of whether it was a breach of trust or breach of duty or not; or
 - b) the costs of an unsuccessful defence to a criminal prosecution brought against the Trustees or officers of the Charity.

38. NOTICES

- 38.1 Notices and other documents to be served on Members or Trustees under these Articles or the Companies Acts shall be in writing or shall be given by hand, by post or using suitable electronic communications to an Address for the time being notified for that purpose to the person giving the notice.



- 38.2 Any notice, document or other information shall be deemed served on or delivered to the intended recipient:
- if properly addressed and sent by prepaid United Kingdom first or second class post to an address in the United Kingdom, 72 hours after it was posted;
 - if properly addressed and delivered by hand, when it was given or left at the appropriate address;
 - if properly addressed and sent or supplied by electronic means, one hour after the document or information was sent or supplied; and
 - if sent or supplied by means of a website, when the material is first made available on the website or (if later) when the recipient receives (or is deemed to have received) notice of the fact that the material is available on the website.
- 38.3 For the purposes of this Article 38, no account shall be taken of any part of a day that is not a Business Day.
- 38.4 In proving that any notice, document or other information was properly addressed, it shall suffice to show that the notice, document or other information was addressed to an Address permitted for the purpose by the Companies Act 2006.
- 38.5 A technical defect in service of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.

39. DISPUTES

- 39.1 Subject as provided in Article 1.11, if a dispute arises between Members of the Charity about the validity or propriety of anything done by the Members of the Charity 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.
- 39.2 The Charity shall prescribe procedures for the resolution of disputes and disagreements by Regulations.

40. TRANSITIONAL PROVISIONS

- 40.1 All persons appointed or elected to office or service in the Charity for a Triennium or the balance of a Triennium or for other specified period which ends after the date of commencement of these Articles shall continue in office or service as if appointed or elected under these Articles, whether or not the appointment or election is authorised or provided for under these Articles.



40.2 All regulations, resolutions, actions and decisions taken or made by the unincorporated Priory of St John for Wales before the date of incorporation of the Charity shall continue and remain in force as regulations, resolutions, actions and decisions of the Charity until replaced, repealed or revoked.

41. BANK ACCOUNTS

41.1 Any bank account in which any part of the assets of the Charity is deposited shall be operated in accordance with Regulations and shall indicate the name and/or business or trading name of the Charity.

42. INVESTMENTS

42.1 Property of the Charity that is not required for current expenditure, including property allocated or transferred to the Charity under the Statutes, may be invested in accordance with prudent investment policy established by the Priory Chapter, and subject to any limitations that the Priory Chapter may impose, in any of the investments following, that is to say:

- a) any investment authorised by the law for the time being in force in Wales for the investment of trust funds; or
- b) any investment authorised by the deed, trust or instrument governing the property to be invested.

42.2 The Priory Chapter may appoint as an Investment Manager a person whom they are satisfied after inquiry is a proper and competent person to act in that capacity and who is either:

- a) an individual of repute with at least 15 years' experience of investment management and who is an authorised person within the meaning of the Financial Services Act 2021; or
- b) a company or firm of repute which is an authorised or exempt person within the meaning of the Financial Services Act 2021.

42.3 The Trustees may delegate to an Investment Manager power at their discretion to buy and sell investments for the Charity in accordance with the investment policy specified by the Trustees. The Trustees may only effect such delegation on terms consistent with this Article 42.

42.4 Where the Trustees make any delegation under this Article 42, they shall:

- a) inform the Investment Manager in writing of the extent of the Charity's investment powers;
- b) specify a detailed investment policy for the Charity and immediately inform the Investment Manager in writing of that policy and of any changes to it;



- c) ensure that the terms of the delegated authority are clearly set out in writing and notified to the Investment Manager;
- d) ensure that the Trustees are kept informed of and review on a regular basis the performance of the investment portfolio managed by the Investment Manager and the exercise by them of their delegated authority;
- e) take all reasonable care to ensure that the Investment Manager complies with the terms of their delegated authority;
- f) review the appointment of the Investment Manager at such intervals not exceeding 36 months as they think fit; and
- g) pay such reasonable and proper remuneration to the Investment Manager and agree such proper terms as to notice and other matters as the Trustees shall decide and as are consistent with this Article 42, provided that such remuneration may include any or all of commission fees and expenses earned by the Investment Manager if and only to the extent that such commission fees and expenses are disclosed to the Trustees.

42.5 Where the Trustees make any delegation under this Article 42, they shall do so on terms that:

- a) the Investment Manager shall comply with the terms of their delegated authority;
- b) the Investment Manager shall not do anything which the Charity does not have power to do;
- c) the Trustees may with reasonable notice revoke the delegation or vary any of its terms in a way which is consistent with the terms of this Article 42; and
- d) the Trustees shall give directions to the Investment Manager as to the manner in which they are to report to them all sales and purchases of investments made on their behalf.

42.6 Where the Trustees make any delegation under this Article 42 they may also delegate to the Investment Manager power to exercise the voting rights attaching to investments in accordance with the policy on such voting for the time being specified by the Trustees.

42.7 The Trustees may:

- a) make such arrangements as they think fit for any investments of the Charity or income from those investments to be held by a corporate body as custodian trustee or as nominee; and
- b) pay reasonable and proper remuneration to any corporate body acting as custodian trustee or as the Charity's nominee in pursuance of this provision.



43. THE SEAL

43.1 The Seal shall only be used with the authority of the Trustees. The Trustees may determine who shall sign any instrument to which the Seal is affixed and unless otherwise so determined it shall be signed by a Trustee and then by the Secretary or by a second Trustee.

44. INQUIRY

44.1 No person dealing with the Charity shall be concerned to inquire as to the authority for or validity or propriety of anything done or agreed to be done by the Prior, Priory Chapter or Priory Senior Principal Officers for or on behalf of the Charity; nor be affected by any notice or information of the removal or non-appointment or lack of authority of any Priory Senior Principal Officer unless formal notice in writing is given to any person before anything is done or agreed to be done as aforesaid.

45. EXCLUSION OF MODEL ARTICLES

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

46. DEFINITIONS

46.1 In these Articles, unless the context otherwise requires:

Address: means a postal address, or, for the purpose of electronic communication, a fax number, an e-mail address or postal address or a telephone number for receiving text messages in each case registered with the Charity.

Appointments Committee: means a committee of the Priory Chapter, the functions of which may be prescribed by Regulations.

Articles: means the Charity's articles of association for the time being in force.

Business Day: means any day (other than a Saturday, Sunday or public holiday in the United Kingdom) on which clearing banks in the City of London are generally open for business.



Chancellor: means the person appointed under Article 11.

the Charity: means the “The Priory for Wales of the Most Venerable Order of the Hospital of St John of Jerusalem” registered Company Number: 05071073, registered Charity Number: 250523. For the purposes of these Articles is to be considered interchangeable with the term ‘the Priory’.

Charity Commission: means the registrar and regulator of charities in England and Wales under powers conferred by the Charities Act 2011, or such successor body or bodies as may assume similar powers and responsibilities in Wales at any point in the future.

Chief Executive: means the person appointed under Article 13.

Clear Days: in relation to the period of a notice means a period excluding:
the day on which 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.

Commission: means the Charity Commission for England and Wales.

Companies Acts: means the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the Charity.

Connected Person: means, in relation to a Trustee:

- a) a child, parent, grandchild, brother or sister of that Trustee;
- b) the spouse or civil partner of that Trustee or of any person falling within sub- clause (a) above;
- c) a person carrying on business in partnership with that Trustee or with any person falling within sub-clause (a) or (b) above;
- d) an institution which is controlled:
 - i) by the Trustee or any connected person falling within sub-clause (a), (b) or (c) above, or
 - ii) by two or more persons falling within sub-clause (d)(i), when taken together; or
- e) a body corporate in which:
 - i) the Trustee or any connected person falling within sub-clauses (a) to (c) has a substantial interest, or
 - ii) two or more persons falling within sub-clause (e)(i) who, when taken together, have a substantial interest.

Sections 350 to 352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this definition.

Dean: means the senior ecclesiastical officer of the Charity as set out in Article 12.2(b).



Document: includes, unless otherwise specified, any document sent or supplied in electronic form.

Establishment: has the meaning given to that expression in the Statutes.

Executive Committee: has the meaning given to that expression in the Statutes.

Grand Council: has the meaning given to that expression in the Statutes.

Grand Prior: means the person who is appointed as the Grand Prior of the Order pursuant to the Royal Charter and Statutes.

Investment Manager: means a person appointed as such pursuant to Article 42.2.

Member and Membership: refers to the Members and membership of the Charity pursuant to Article 24.

Officers: includes the Trustees and the Secretary (if any).

Order: has the meaning set out in Article 2.1.

Order Regulations: means the St John (Order) Regulations 2003 made under the Statutes, as varied from time to time, and any other regulations made by the Grand Prior pursuant to the Statutes.

Prior: means the person referred to in Articles 9 and 12.

the Priory: means the "The Priory for Wales of the Most Venerable Order of the Hospital of St John of Jerusalem" registered Company Number: 05071073, registered Charity Number: 250523. For the purposes of these Articles is to be considered interchangeable with the term 'the Charity'.

Priory Chapter: means the governing board of the Charity comprising the Trustees.

Priory Senior Principal Officers: means the officers referred to in Article 12 and as these terms are defined in the Regulations.

Regulations: means regulations of the Charity made by the Priory Chapter under the provision of Article 35.



Royal Charter: means the Royal Charter of 1955 and the supplemental Royal Charter of 1974 incorporating the Order, as varied from time to time.

Royal Family: means the Sovereign Head and all persons related by birth, marriage or otherwise whom the Sovereign Head may be pleased to refer to collectively as the Royal Family.

Seal: means the common seal of the Charity if it has one.

Secretary: means any person appointed to perform the duties of the secretary of the Charity in accordance with Article 33.

Statutes: means Statutes of the Order contained in the Schedule to the supplemental Royal Charter of 1974, entitled "the St John Statutes effective from 12 December 2018".

St John Day: means St John the Baptist's Day and falls on 24 June each year.

Sovereign Head: means the head of state from time to time of the United Kingdom.

Sub Prior: means the person appointed as such pursuant to Article 10.

Triennium: means a period of three years commencing at midnight on the eve of St John Day, subject to the provisions of Article 17.2.

Trustees: means the directors of the Charity. The directors are charity trustees as defined by section 177 of the Charities Act 2011.

Trustees' Code of Conduct: means the code of conduct prepared pursuant to Article 15.7.

United Kingdom: means the United Kingdom of Great Britain and Northern Ireland.



THE SCHEDULE

Extract from the St John Statutes effective from 12 December 2018.

3. Mottoes of the Order

The Mottoes of the Order shall be “Pro Fide” and “Pro Utilitate Hominum”, which in the English language may be expressed as “For the Faith” and “In the Service of Humanity”.

4. Objects and Purposes of the Order

- 1) The Order is a Christian order of chivalry and charity which has its roots in the ancient traditions of St John.
- 2) The Order’s objects and purposes are the following three Principal Objects, namely:
 - a) the encouragement of all that makes for the spiritual and moral strengthening of humanity in accordance with the first great principle of the Order embodied in the motto “Pro Fide”;
 - b) the encouragement and promotion of all work of humanity and charity for the relief of persons in sickness, distress, suffering or danger, without distinction of race, class or creed and the extension of the second great principle of the Order embodied in the motto “Pro Utilitate Hominum”; and
 - c) the rendering of aid to the sick, wounded, disabled or suffering and the promotion of such permanent organisation during times of peace as may be at once available in times of civil emergencies or war, including if requisite the training and provision of technical reserves for the medical services of armed forces or any civil defence organisations, and the following objects ancillary to those Principal Objects and to be pursued only in furtherance of those Principal Objects or any of them:
 - d) for the purpose of fostering the Principal Objects, the award (or the providing of advice and recommendations as to the award) of medals, badges or certificates of honour for special services in the cause of humanity, especially for saving life at imminent personal risk, whether to members of the Order or any Establishment or any other deserving person;
 - e) the support and encouragement of the St John Eye Hospital in Jerusalem and the clinics and research projects connected therewith;



- f) the support and encouragement of Establishments, the objects and purposes of which include:
 - i) the instruction of members of the public in the principles and practice of first aid, community health care and related subjects;
 - ii) the preparation, publication and distribution of text-books and other training aids to facilitate such instruction and the organisation of examinations and tests for the purpose of issuing certificates of proficiency in such subjects;
 - iii) the organisation, training and equipment of men, women and young persons to undertake, on a voluntary or remunerated basis either as individuals or as organised groups, first aid, community health care and related activities, in any place as occasion or circumstance may require for the relief, transport, comfort or welfare of those in need;
 - iv) the instruction of young persons in first aid, health care, leadership and other subjects conducive to the education of good citizens;
 - v) the provision of trained personnel to give assistance to central or local government departments or to the armed forces at times of emergency in peace or in war;
 - vi) the formation of ambulance and medical comfort depots and the organisation and administration of transport by ambulance;
- g) the formation and administration of establishments, councils, associations, centres or other subordinate bodies to facilitate the work of the Order in local geographical areas;
- h) the maintenance of contact and the development of collaboration with kindred Orders and bodies;
- i) the manufacture and distribution by sale or presentation of publications, equipment or materials useful for or connected with furthering the objects and purposes of the Order;
- j) the receipt and acceptance of donations, endowments and gifts of money, lands, hereditaments, stocks, funds, shares, securities or other assets whatsoever, and the borrowing, investing or raising of money with or without security for any objects or purposes of the Order and either subject to or free from any special trusts or conditions;
- k) the maintenance, administration or development of all real and personal property vested in or under the control of the Order, and the sale, lease, mortgage, loan, exchange, gift, or any other disposition of the same as circumstances may arise or permit; and
- l) the establishment and maintenance of libraries and museums and the collection of works of art and objects of historical interest relating to the Order, provided always that the objects and purposes set out in this Statute 4 shall be limited to that which is or is ancillary to that which is charitable at law.

DOCUMENT END