

**COMMON GOOD FOUNDATION**

**CONSTITUTION AND RULES**



**COMMON  
GOOD  
FOUNDATION**

[Catholic Care in action]

*30 April 2024*

## INDEX

1.0	Background .....	3
2.0	Interpretation and Definitions .....	3
3.0	Name .....	4
4.0	Office .....	4
5.0	Objects .....	4
6.0	Membership .....	6
7.0	Management and Investment.....	6
8.0	Board of Trustees .....	6
9.0	Officers .....	7
10.0	Proceedings of the Board of Trustees .....	7
11.0	Powers of the Board of Trustees.....	8
12.0	Functions and Duties of the Board of Trustees.....	9
13.0	Administrator .....	9
14.0	Committees .....	9
15.0	General Meetings.....	10
16.0	Minutes .....	12
17.0	Regulations.....	12
18.0	Application Of Funds and Property .....	13
19.0	Seal .....	14
20.0	Liability and Indemnity.....	14
21.0	Winding-Up .....	14
22.0	Amendment .....	15
23.0	Incorporation .....	15

**CONSTITUTION AND RULES**  
**OF**  
**COMMON GOOD FOUNDATION**  
(the Foundation)

**1.0 Background**

- A. The Foundation, originally named the Hamilton Catholic Diocesan Foundation, was incorporated under the Charitable Trusts Act 1957 on 17 June 1983. It is registered as a charitable entity under the Charities Act 2005.
- B. Historical changes to the rules and names of the Foundation are referred to in the opening provisions of the rules registered with the Registrar of Charitable Trusts in 2012.
- C. In 2018 the name of the Foundation changed from Catholic Care Foundation to Common Good Foundation.
- D. It is intended that the Rules of the Foundation are to be the Rules set out in this 2024 document in place of any previous rules, when lawfully approved.

**2.0 Interpretation and Definitions**

2.1 In these Rules unless the contrary intention is expressed:

- (a) “Board Member” means a member of the Board of Trustees
- (b) “Member” means a member of the Foundation referred to in Rule 6.1.
- (c) “Rules” means these amended Rules of the Foundation.
- (d) “The Bishop” means the Roman Catholic Bishop for the time being of the Diocese of Hamilton, New Zealand.
- (e) “The Board” means the Board of Trustees constituted hereby.
- (f) “The Diocese” means that Roman Catholic Diocese of Hamilton, New Zealand.
- (g) “The Foundation” means Common Good Foundation.
- (h) “The Objects” means the objects set forth in Rule 5.
- (i) “Year” and “Financial Year” means the period beginning on the first day of January in any year and ending on the last day of December next following.

- 2.2 Any reference to a gender includes a reference to all genders.
- 2.3 The singular includes the plural number and vice versa.
- 2.4 A reference to a person includes any natural person, body corporate, unincorporated body, or other entity.
- 2.5 Headings are for convenience only and do not affect interpretation.
- 2.6 A reference to a clause is to a clause of these Rules.
- 2.7 A reference to any legislation or to any provision of any legislation includes any amending legislation, any modification or re-enactment, any legislative provision passed in substitution, and all secondary legislation, regulations and statutory instruments issued under it.

### **3.0 Name**

- 3.1 The name of the Foundation is **Common Good Foundation**.

### **4.0 Office**

- 4.1 The office of the Foundation shall be situated at Hamilton or at such other place as may from time to time be determined by the Board.

### **5.0 Objects**

- 5.1 The principal work of the Foundation presently being carried out comprises:

- (a) the reaching out to families and children and persons whatever their need may be;
- (b) the preservation of the dignity of persons in need by helping them in whatever way the Foundation deems appropriate to assist in restoring their dignity; and
- (c) to assist such charities within the Diocese as the Bishop and/or the Foundation may from time to time identify; and

the objects for which the Foundation is established are more specifically defined as financially assisting the Diocese to carry out its religious, charitable and educational activities within New Zealand and, in particular, but without limiting the generality of the foregoing:

- (i) To create opportunities for the Diocese to attract and retain the continuing interest and financial support of persons who are interested in aiding the Diocese in any of its activities.
- (ii) To solicit and receive donations bequests and subsidies and grants both in money and in kind for all or any of the purposes and objects of the Foundation and to carry out any Trust attaching or relating thereto.

- (iii) To assist financially in every way Catholic education in the Diocese and the maintenance and preservation of the special character of Catholic schools and associated facilities and support groups.
- (iv) To assist financially in the construction of buildings, and establishments for the furtherance of the work of the Foundation and the management, organisation, maintenance, repair, demolition, reconstruction, rebuilding and leasing of school buildings and associated facilities including boarding facilities and to endow furnish and fit out with all necessary chattels, furniture, books and equipment all such buildings and school buildings and associated facilities.
- (v) To assist financially in every way the organisation within the Diocese currently known as Catholic Family Support Services in all its work and activities in the Diocese and any similar organisation or group within the Diocese.
- (vi) To assist financially in the needs (whether financial or otherwise) of the sick, aged, infirm, disabled, destitute, poor, indigent, needy or helpless persons.
- (vii) To assist financially in the needs of youth, the unemployed, unemployable and other persons in need.
- (viii) To assist financially in the construction of buildings and establishments for the elderly, hospitals and institutions or shelters and in the management, organisation, maintenance, repair, demolition, reconstruction, rebuilding and leasing of homes, hospitals, institutions or shelters and to endow furnish and fit out with all necessary chattels, furniture, instruments and other equipment, such places.
- (ix) To assist financially with the construction of and maintenance and preservation of hospices for the terminally ill and dying and other hospitals or medical facilities or services, institutions, homes or shelter for those in need of care or treatment or for the provision of welfare of the aged or others in need.
- (x) To assist financially any project or research having as its object or among its objects the relief, assistance or alleviation of the medical or bodily needs of mankind.
- (xi) To assist financially all Catholic religious orders, institutions, bodies, groups and persons associated with or working within the objectives of the Catholic Church in the Diocese.
- (xii) To assist financially in educating, training and maintaining priests, religious and lay persons including the payment of expenses to maintain and promote the teachings and practices of the Catholic Church.
- (xiii) To promote the objects of the Foundation by means (among others) of meetings, lectures, publications, educational courses, electronic mail, internet-based communications, and other forms of instruction and publicity.
- (xiv) To join and co-operate with and maintain communication with persons or corporate bodies in New Zealand or elsewhere (including membership of other

bodies corporate) for the purpose of promoting directly or indirectly the objects of the Foundation.

- (xv) To raise money for the objects aforesaid by any lawful means that seem desirable.
- (xvi) To recommend to the Bishop and/or assist, with the production of publications (whether in written or electronic form or otherwise) and the issue thereof to the members of the Foundation and others.
- (xvii) To admit to membership of the Foundation persons, companies, corporations, institutions, organisations, public bodies whether incorporated or unincorporated and groups of people.
- (xviii) To do all such other acts and things as are incidental to or will further or conduce to the attainment of the foregoing objects or any of them provided that nothing hereinbefore contained shall authorise any object that is not charitable in law.

The objects and powers set forth in any clause or sub-clause of these Rules, except where the context expressly requires, shall not be in any way limited or restricted by reference to or inference from the terms of any other such sub-clause or clause, none of such sub-clauses or clauses or the objects shall be deemed subsidiary or ancillary to any other sub-clause, clause, object or power and the powers conferred by these Rules, shall be read independently of any other of such objects and powers.

## **6.0 Membership**

- 6.1 The members of the Foundation shall be those who have donated money to the Foundation and, at the discretion and direction of the Board, been included as members in the Foundation's member database. In addition, all members at the date these Rules have been adopted shall continue to be members of the Foundation. Members who are natural persons are to be living persons.

## **7.0 Management and Investment**

- 7.1 The control, management and conduct of the Foundation shall be vested in the Board provided that such Board shall not expend any moneys of the Foundation for any purpose other than in the ordinary course of the day-to-day administration and operation of the Foundation.
- 7.2 The Board will take all reasonable steps to ensure that it invests funds or varies the investment of those funds in accordance with investment policies from time to time approved by the Board and the Bishop. The Board will from time to time consult the Bishop or, during the absence of the Bishop from the Diocese, the Vicar General, over investment policies.

## **8.0 Board of Trustees**

- 8.1 The Board of Trustees shall consist of no fewer than six (6) and no more than eight (8) persons, four (4) of whom shall be appointed by the Bishop for a three (3) year renewable term. Up to four (4) shall be elected at the Annual General Meeting by the members of the Foundation for a twelve (12)

month term but such term shall be renewable. No Trustee shall serve for longer than nine (9) years in total.

- 8.2 Any vacancy in the Board shall be filled by the Bishop appointing a person to fill that vacancy. That person will remain as a Trustee until the next Annual General Meeting of the Foundation when he or she shall be eligible for reappointment (either by the Bishop or by the members, as the case may be).

## **9.0 Officers**

- 9.1 The Officers of the Foundation shall consist of a Chairperson and a Deputy Chairperson.
- 9.2 The Board will elect that Chairperson and Deputy Chairperson. In the event that the Chairperson cannot act, then the Deputy Chairperson will act as the Chairperson until the Chairperson is able to act or until a new Chairperson is appointed.
- 9.3 The Chairperson and Deputy Chairperson shall be appointed each year by the Board at its first meeting after the Annual General Meeting of the Foundation and they shall hold offices until such time as their respective successors have been appointed. In the event of any vacancy occurring in the offices of Chairperson or Deputy Chairperson, the Board shall appoint a successor or successors, as the case may be.

## **10.0 Proceedings of the Board of Trustees**

- 10.1 The Board may meet for despatch of business, adjourn and otherwise regulate its meetings as it thinks fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the Chairperson shall have a second or casting vote. The Chairperson or Deputy Chairperson may at any time summon a meeting of the Board.
- 10.2 The quorum necessary for transacting the business of the Board shall be four (4). The Chairperson shall chair and in the absence of the Chairperson, the Deputy Chairperson shall chair all meetings of the Board and if both are absent, the members of the Board present shall choose one of their number to chair the meeting.
- 10.3 The Bishop or his nominee from time to time nominated in writing by him and one other person so designated by the Bishop shall be entitled to attend every meeting of the Board and every meeting of any standing committee appointed by the Board. When present they shall be entitled to speak on any matter but shall not be entitled to vote unless otherwise qualified in accordance with these Rules.
- 10.4 A resolution in writing signed by all the members of the Board shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more members of the Board.
- 10.5 A meeting of Board members may be held by a quorum of Board members –
- (a) being assembled together at the time and place appointed for the meeting; or

- (b) participating in the meeting by means of audio, audio and visual, or electronic communication; or
- (c) by a combination of both of the methods described in (a) and (b).

## **11.0 Powers of the Board of Trustees**

11.1 Without affecting the generality of the foregoing, the Board of Trustees may:

- (a) Purchase, erect, build, take or lease or otherwise obtain the use or occupation of and manage, extend, improve, develop, alter, modify, pull down, demolish, maintain and repair and sell, exchange, let, lease, donate or otherwise dispose of real and personal property of every description.
- (b) Accept the custody, control and management of any real or personal property which may be devised, bequeathed or donated to the Foundation.
- (c) Accept and carry out any Trusts attached to gifts or bequests to or for the benefit of the Foundation.
- (d) Invest all or any moneys held by the Board on the Trusts hereof in and upon such investments as the Board may from time to time decide having regard to its obligation to act prudentially.
- (e) Adopt such means as the Board may from time to time determine for the purpose of raising money and for obtaining property for the furtherance of the objects of the Foundation and accept contributions, collections, donations, legacies, devises, gifts, grants, loans, debentures and subsidies.
- (f) Borrow or raise money for the furtherance of the objects aforesaid subject to the prior approval in writing of the Bishop.
- (g) Subject to paragraph (f) of this Rule 11 secure in such manner as the Board shall think fit the repayment of any moneys borrowed or raised by the Board and in particular by the issue of Acknowledgements of Debt, Debentures or Debenture Stock, perpetual or otherwise charged upon all or any of the property of the Foundation both present and future and to give and execute in the prescribed manner mortgages, debentures, and other charges or instruments as security for such repayment and to pay-off, redeem or purchase any such securities.
- (h) Draw, make, accept, endorse, discount, execute, and issue promissory notes, cheques, bills of exchange, warrants and other negotiable securities or transferable instruments.
- (i) Subject to the provisions of the Charitable Trusts Act 1957, enter into, seal, execute and perform all deeds, documents, instruments, agreements, papers and writings and do all such other things, acts, deeds, and matters as shall be necessary, incidental or conducive to the attainment of any of the foregoing provisions.
- (j) Institute, initiate or take and defend, compromise or abandon legal proceedings involving the property or affairs of the Foundation.



- (k) Employ staff to assist in the work of the Foundation at such salary and/or wages and on such terms as may be deemed expedient and to obtain and pay for professional and/or other advices and services.
- (l) Pay premiums on policies of insurance.
- (m) Insure against loss or damage by fire, storm or tempest or otherwise, any insurable property for which the Foundation is responsible and against liability, public or otherwise, in respect of any premises, property or business of the Foundation or the acts, omissions or negligence of any employee, officer or Board Member of the Foundation.
- (n) Subject to these Rules, exercise all or any of the powers conferred on trustees by the Trusts Act 2019.

## **12.0 Functions and Duties of the Board of Trustees**

12.1 The functions and duties of the Board shall be:

- (a) To control, administer and manage the property, funds and affairs of the Foundation.
- (b) To carry out, effect and perform the objects according to law and as provided in and by the Charitable Trusts Act 1957, and in accordance with these Rules.
- (c) To appoint officers, assistants, other servants and professional or other assistance or services required whether honorary or otherwise and upon such terms and conditions and at such remuneration as the Board shall think fit and from time to time to remove and to replace any person so appointed.
- (d) To do all such other things as not being contrary to law and being in accordance with these Rules, shall or may be necessary or desirable in the opinion of the Board for the carrying out and performance of the objects of the Foundation, subject to Rule 7 hereof.
- (e) To do all such other things as shall be necessary or desirable in order to comply with the provisions of the Charitable Trusts Act 1957 as they relate to the Foundation.

## **13.0 Administrator**

13.1 The Board may appoint an Administrator who will be responsible for the day-to-day administration of the Foundation. A member of the Board may not be a paid Administrator or employee of the Foundation.

## **14.0 Committees**

14.1 The Board may appoint committees consisting of such member or members of the Foundation as it thinks fit; any committee so formed shall in the exercise of its responsibilities conform to any regulations that may be imposed on it by the Board. The quorum for any meeting of any committee appointed by the Board shall be a majority of the members of any such committee. Any committee

shall consist of a committee Chairperson who must be a member of the Board, and at least two other committee members, all of whom shall be members of the Foundation. Each committee shall meet as determined by its Chairperson.

## **15.0 General Meetings**

- 15.1 The financial year of the Foundation shall end on the last day of December each year. An Annual General Meeting of the Foundation shall be held once in every year at such time and place as the Board may determine. The business of such meeting shall be to receive and, if appropriate, accept the annual report of the Board, the balance sheet and income and expenditure account for the year and the report of the Auditors or external reviewers, elect the members of the Board in place of those retiring as provided in Rule 8 and appoint the Auditors or external reviewers as the case may be, for the ensuing year. It shall not be mandatory for Auditors to be appointed. The Board may bring before the meeting any other business decided upon by the Board.
- 15.2 The Chairperson shall chair every General Meeting of the Foundation. If he or she is not present within fifteen minutes after the time appointed for the holding of the Meeting or is unable or unwilling to act, the Deputy Chairperson shall chair the Meeting or if he or she is not so present, or is unable or unwilling to act then the members present shall elect any Board Member who is present and who is willing, to chair the Meeting.
- 15.3 The Board whenever it thinks fit may convene a General Meeting of the Foundation and the Board may determine which of the methods of holding the General Meeting set out in Rule 15.13 (a), (b) and (c) will apply.
- 15.4 Fourteen days' notice at least (exclusive of the day on which the notice is served or is deemed to be served but inclusive of the day on which the notice is given) specifying the place the day and the hour of meeting and the general nature of the business to be transacted shall be given to the members of the Foundation in respect of any General Meeting. The mode or means of giving or publishing notice of a General Meeting shall be as the Board reasonably determines.
- 15.5 No business shall be transacted at any General Meeting of the Foundation unless a quorum of members is present at the time when the Meeting proceeds to business. Save as herein otherwise provided ten (10) members present in person shall be a quorum. For the purpose of this Rule "member" includes a person attending as a proxy or representative of a member.
- 15.6 If within half an hour from the time appointed for a General Meeting a quorum is not present the Meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day at such other time and place as the Board may determine and if at the adjourned Meeting a quorum is not present within half an hour from the time appointed for the Meeting the members present being not less than five (5) shall be a quorum.
- 15.7 At any General Meeting of the Foundation a resolution put to the vote of the Meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:
- (a) By the person chairing the Meeting; or

(b) By at least three members in person or by proxy or by representative.

Unless a poll is so demanded, a declaration by the person chairing the Meeting that a resolution has on a show of hands been carried unanimously or by a particular majority or lost an entry to that effect in the book containing the minutes of the proceedings of the Foundation, 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. The demand for a poll may be withdrawn.

15.8 If a poll is duly demanded it shall be taken in such a manner and either at once or after an interval or adjournment or otherwise as the person chairing the Meeting directs and the result of the poll shall be the resolution of the Meeting at which the poll was demanded but a poll demanded on the election of a person chairing the Meeting or on a question of adjournment shall be taken forthwith.

15.9 In the case of equality of votes whether on a show of hands or on a poll the person chairing the Meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote. Questions will be decided by majority vote unless these Rules provide otherwise.

15.10 Every member present in person or by his proxy or representative duly appointed in writing shall have one vote.

15.11 The instrument appointing a proxy or representative shall be in writing under the hand of the Appointor or of his Attorney duly authorised in writing or if the Appointor is a corporation either under seal or under the hand of an officer or Attorney duly authorised. A proxy or representative need not be a member of the Foundation. An appointment of a proxy or representative may be revoked by the Appointor at any time.

15.12 The instrument appointing a proxy or representative may be in the following form or any other form which the Board may approve and must be delivered to the offices of the Foundation two business days prior to the relevant General Meeting (unless the Board waives this requirement):

I/we \_\_\_\_\_

of \_\_\_\_\_

Being a member(s) of the **COMMON GOOD FOUNDATION** hereby appoint:

\_\_\_\_\_

as my/our proxy/representative to vote for me/us at the General Meeting of the Foundation to be held on \_\_\_\_\_

\_\_\_\_\_ and at any adjournment thereof and [at any subsequent meeting] until due notice of revocation of such appointment is given.

Signed this            day of

In the presence of

[delete as appropriate].

15.13 A Meeting of members may be held by a quorum of the members –

- (a) being assembled together at the time and place appointed for the Meeting; or
- (b) participating in the Meeting by means of audio, audio and visual, or electronic communication; or
- (c) by a combination of both of the methods described in (a) and (b).

#### **16.0 Minutes**

16.1 The Board shall cause to be kept and recorded minutes of all resolutions and proceedings of General Meetings of the Foundation and all meetings of the Board and shall cause such minutes to be signed by the Chairperson of the meeting or of the next meeting. Copies of all such minutes shall be sent forthwith to the members of the Board and to the Bishop.

#### **17.0 Regulations**

17.1 The Board may make, amend, or rescind any by-laws or regulations not inconsistent with these Rules to attain or facilitate the attainment of the objects of the Foundation or any of them subject to the prior approval in writing of the Bishop.

17.2 The Board shall cause proper books of account to be provided and true and accurate entries to be made therein of the assets and liabilities of the Foundation and of all the sums of money received and paid by the Foundation under the authority of these Rules and in pursuance of the aims and objects of the Foundation.

17.3 Such books shall at times to be appointed by the Board be open to the inspection of the Bishop or his nominee and every member of the Board or any person appointed by the Board who may take extracts from the same.

17.4 All moneys collected or raised by the Board or otherwise belonging to the Foundation shall within three business days after they shall have come into the hands of the Foundation be paid into a current account in the name of the Foundation at such trading bank as the Board shall from time to time appoint.

17.5 No money may be withdrawn from the said Bank account except by the authority of the Board.

17.6 After the end of each financial year the Board shall cause to be prepared the Annual Balance Sheet of the Foundation as at the end of such financial year together with a Statement of Income and Expenditure of the Foundation during that financial year and such Balance Sheet and Statement of

Income and Expenditure when duly audited or reviewed, as the case may be, shall be submitted to be approved by the Board and thereafter submitted to the Annual General Meeting.

- 17.7 A copy of such Balance Sheet and Statement of Income and Expenditure shall be posted to each member of the Board at least seven (7) days prior to the meeting of the Board at which it is to be considered unless the Board determines otherwise.
- 17.8 Once at least in every year the accounts of the Foundation shall be examined and the correctness of the Balance Sheet and Statement of Income and Expenditure ascertained by the Auditor or external reviewer as the case may be, who shall make a report to the Board on the accounts so examined and on the Balance Sheet and such Statement of Income and Expenditure laid before the Board. Such report shall state:
- (a) Whether or not the Auditor or reviewer has obtained all the information and explanations which he or she has required.
  - (b) In the case of an audit, whether in his or her opinion the Balance Sheet and Statement of Income and Expenditure are properly drawn up so as to exhibit a true and fair view of the affairs of the Foundation according to the best of the Auditor's information and the explanation given to him or her and as shown by the books of the Foundation. In the case of a review, the report shall contain such material as is reasonably specified by the Board.
  - (c) Any other matter which in the opinion of the Auditor or reviewer should be brought to the attention of the Board.

#### **18.0 Application Of Funds and Property**

- 18.1 All moneys received or collected by and on behalf of the Foundation and all the income and property of the Foundation shall be applied solely in and towards the promotion of the aims and objects of the Foundation as set forth in these Rules, providing however that nothing herein contained shall be deemed to preclude the payment out of the Foundation's funds of all expenses properly incurred in collecting such moneys and in otherwise administering the Foundation.
- 18.2 All moneys and funds raised or collected by or on behalf of the Foundation shall be distributed by the Board in the manner prescribed in these Rules provided that nothing herein shall be deemed to prevent the Board from establishing a reserve fund or funds for any of the purposes of the Foundation.
- 18.3 No portion of the funds of the Foundation shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever by way of profit to the members of the Foundation provided that nothing herein prevents the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Foundation or to any member of the Foundation for services actually rendered to the Foundation but no member of the Board shall be appointed to any salaried office of the Foundation or any office of the Foundation paid by fees and no remuneration or other benefit in money or money's worth shall be given by the Foundation to any member of the Board except repayment of out-of-pocket expenses provided that the provisions last aforesaid do not apply to any company of which a member of the Board may be a member and in which such member holds no more than a one-hundredth part of the capital and such member shall not be

bound to account for any share or profits he may receive in respect of such payment and further the provisions do not prevent the Foundation paying for professional or similar services to a firm, company or other entity which a member of the Foundation or a Board Member may have an association with provided the Board is made aware of that relationship or association prior to the relevant payment being made.

## **19.0 Seal**

19.1 The common seal of the Foundation shall be in the custody of the Board and shall not be affixed to any deed or other document except by the authority of a resolution of the Board and in the presence of two (2) members of the Board who shall attest the fixing of the seal. Any deed or other instrument duly sealed and purporting to be signed by two members of the Board shall be deemed to be properly executed.

## **20.0 Liability and Indemnity**

20.1 No Board Member will be liable for any loss not attributable to his or her own dishonesty or to the wilful commission by that Board Member of any act known by him or her to be in breach of trust.

20.2 Every Board Member will be absolutely indemnified out of the funds of the Foundation for all liabilities incurred by that Board Member in the exercise or attempted exercise of any trust, power, authority or discretion vested in the Board and will have a lien on and, subject to these Rules, may use money forming part of the funds of the Foundation in pursuance of this indemnity.

20.3 No Board Member will be bound to take any proceedings against any other Board Member for any breach or alleged breach of trust committed by that other Board Member.

20.4 No Board Member shall be responsible for loss arising out of the investment of moneys of the Foundation or the administration of its funds unless any such loss shall arise from his own wilful default or neglect.

20.5 In this Rule 20, where the context permits, a reference to a Board Member includes a former Board Member.

## **21.0 Winding-Up**

21.1 The Foundation shall be wound up:

- (a) if, intending to protect the trusts established in the Objects, the Bishop so directs; or
- (b) if the Bishop otherwise approves after a three-quarters majority of the members of the Foundation present at a General Meeting of the Foundation so resolves.

21.2 Should the Bishop direct, or a resolution for winding up be passed and approved, as provided in Rule 21.1, all appropriate steps shall be taken to carry this into effect.

- 21.3 If upon the winding up of the Foundation there remains, after satisfaction of all debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Foundation but shall be paid to the Bishop to be used for the charitable purposes of the Diocese and in accordance with the trusts established in the Objects (cf. Code of Canon Law, 1983 cc. 121-123).

## **22.0 Amendment**

- 22.1 This Constitution may be amended or varied in any way if by resolution at a General Meeting of the Foundation (whether or not an Annual General Meeting) convened by notice in writing given at least fourteen (14) days prior thereto to consider the question, a three-quarters majority of the members of the Foundation present at the meeting passes such resolution provided that any proposed amendment or variation shall have the prior approval of the Bishop and no amendment or variation shall be made enabling any benefit to be conferred on any member nor shall any amendment alter the objects set out in clause 5 hereof.
- 22.2 Copies of any amendments or variations made in accordance with Rule 22.1 shall forthwith be delivered to the Registrar of Charitable Trusts and, if required, the Registrar of Charitable Entities under the Charities Act 2005, or their respective successors.

## **23.0 Incorporation**

- 23.1 The Foundation has been incorporated under and in compliance with the Charitable Trusts Act 1957.