

Dear Friends

1. The proposed governing documents for the new company limited by guarantee are:

- a. Memorandum of Association (“Memorandum”).
- b. Articles of Association (“Articles”)
- c. Standing Orders.

2. A brief description of each document is below.

a. Memorandum

The Memorandum is a technical legal document which has broad powers for the purposes of company law. In practice, the powers of the Congregation and the Board of Directors are set out in the Articles and the Standing Orders. I would suggest that you review only the objects clause (Clause 3) – which sets out the purpose of the Chapel and is the same as Article II(a) of the current Constitution.

b. Articles

The Articles are derived from standard company law documentation and provisions from the current Constitution.

Article 58 describes the process for approving Standing Orders, which requires approval by the Congregation (called the Members of the Company).

There are no longer any non-voting members, as the age limit for membership has been reduced to 16.

Article 38(D) and Article 61 are included only for purposes of making an efficient transition to the new structure, after the second meeting of the Congregation to approve the change to the new structure.

c. Standing Orders

The Standing Orders were taken from the current Constitution or the current Standing Orders, with whatever changes might be required to reflect the new company structure.

Part K (Land) and Part L (Elders) are new.

The intention behind the set of documentations is that the Congregation will be able to make changes to the Standing Orders in the future without having to consult external lawyers.

John G Stewart  
on behalf of the CLG Subcommittee