

# **COMPANY NOT HAVING A SHARE CAPITAL**

## **Articles of Association for a Charitable Company**

### **Articles of Association of The White Eagle Lodge**

#### **Name**

- 1 The company's name is The White Eagle Lodge (and in this document it is called the 'Charity').

#### **Interpretation**

- 2 In the articles:

'address' means a postal address or, or the purposes of electronic communication, any number or address used for the purposes of such communications, in each case registered with the Charity;

'the Articles' means the Charity's articles of association;

"charitable" means charitable in accordance with the law of England and Wales provided that it will not include any purpose which is not charitable in accordance with section 7 of the Charities and Trustee Investment (Scotland) Act 2005 and/or section 2 of the Charities Act (Northern Ireland) 2008;

'the Charity' means the company intended to be regulated by the Articles;

'clear days' in relation to the period of a notice means a period excluding:

- the day when the notice is given or deemed to be given; and
- the day for which it is given or on which it is to take effect;

'Charities Acts' means the Charities Acts 1992 and 2011 and all other statutory provisions affecting charities in force from time to time insofar as they apply to the Charity;

'the Commission' means the Charity Commission for England and Wales;

"committee" means a committee of the Trustees appointed under Article 39;

'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:

- (1) a child, parent, grandchild, grandparent, brother or sister of the Trustee;
- (2) the spouse or civil partner of the Trustee or of any person falling within paragraph (1) above;
- (3) a person carrying on business in partnership with the Trustee or with any person falling within paragraph (1) or (2) above;

- (4) an institution which is controlled:
  - (a) by the Trustee or any connected person falling within paragraph (1), (2), or (3) above; or
  - (b) by two or more persons falling within sub-paragraph 4(a), when taken together;
- (5) a body corporate in which:
  - (a) the Trustee or any connected person falling within paragraphs (1) to (3) has a substantial interest; or
  - (b) two or more persons falling within sub-paragraph (5)(a) who, when taken together, have a substantial interest.

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

‘the Trustees’ means the directors of the Charity;

‘document’ includes, unless otherwise specified, any document sent or supplied in electronic form;

‘electronic form’ has the meaning given in section 1168 of the Companies Act 2006;

‘the Lodge Mother’ was originally the Principal Founder of The White Eagle Lodge, Grace Evelyn Cooke. The Lodge Mother means the individual or individuals nominated by the previous Lodge Mother by Deed immediately upon taking office (which may be revoked and replaced by the Lodge Mother for the time being). Where no such Deed exists or where the nominated individual is unable or unwilling to take office the Lodge Mother shall be chosen by a decision of not less than 75% of all Ministers worldwide to include one from the temple of Australasia and one from the temple of the Americas.

The Lodge Mother role is the source of spiritual direction within The White Eagle Lodge. The role is of fundamental importance in maintaining the basis of loving trust by which the whole White Eagle community is held together.

‘the Memorandum’ means the Charity’s memorandum of association;

‘Ministers’ are appointed and ordained by the Lodge Mother: to support her in maintaining the purity of the stream of inspiration on which the White Eagle work is based; to assist her in maintaining in their highest form the Services and rituals of The White Eagle Lodge; to advise her on how best to make The White Eagle Teaching accessible to all who may benefit from it, and to assist her in serving, to the best of their ability, the spiritual needs of the White Eagle community in their own country and worldwide.

‘officers’ includes the Trustees and the secretary (if any);

‘the 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;

‘the United Kingdom’ means Great Britain and Northern Ireland;

'White Eagle' is the name taken by that member or group of members of a company of discarnate spiritually illumined souls living and working at the inner levels of consciousness, under whose guidance the work of spreading The White Eagle Teachings has been and is now carried on;

'The White Eagle Teachings' are exclusively all those existing teachings received from White Eagle through the mediumship of Grace Eveline Cooke, the Principal Founder of The White Eagle Lodge, and recorded in accurate detail at the time of delivery, which the Charity holds as its chief (spiritual) asset and will preserve in their most original form; and

words importing one gender shall include all genders, and the singular includes the plural and vice versa.

Unless the context otherwise requires, other 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 the Articles become binding on the Charity.

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.

### **Liability of members**

- 3(1) The liability of the each member is limited to a sum not exceeding £1, being the amount that each member undertakes to contribute to the assets of the Charity in the event of its being wound up while he, she or it is a member or within one year after he, she or it ceases to be a member, for:
- (1) payment of the Charity's debts and liabilities incurred before he, she or it ceases to be a member;
  - (2) payment of the costs, charges and expenses of winding up; and
  - (3) adjustment of the rights of the contributories among themselves.

### **Objects**

- 4 The Charity's objects ('Objects') are specifically restricted to the following:

To advance Christianity for the public benefit as set out in The White Eagle Teachings, recognising the interrelatedness of The White Eagle Teachings with all major spiritual traditions.

Nothing in the Articles shall authorise an application of the property of the Charity for purposes which are not charitable in accordance with section 7 of the Charities and Trustee Investment (Scotland) Act 2005 and/or section 2 of the Charities Act (Northern Ireland) 2008.

### **Powers**

- 5 The Charity has power to do anything which is calculated to further its Objects or is conducive or incidental to doing so. In particular, the Charity has power:

- (1) to make ready and available The White Eagle Teachings for those who seek them and to provide for the study, teaching and expression of the Teachings in all suitable forms;
- (2) to raise funds;
- (3) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- (4) to sell, lease or otherwise dispose of all or any part of its property;
- (5) to borrow money and to charge the whole or any part of the property belonging to the Charity as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation and to guarantee, grant indemnities in respect of, support or secure the performance of the obligations of any third party;
- (6) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
- (7) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects, to undertake and administer any trusteeship and to act as a trust corporation;
- (8) to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity;
- (9) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- (10) to employ and remunerate such staff as the Charity considers expedient for carrying out the work of the Charity and to make all reasonable provision for the payment of pensions and superannuation to staff and their dependants;
- (11) to:
  - (a) deposit or invest funds;
  - (b) employ a professional fund-manager; and
  - (c) arrange for the investments or other property of the Charity to be held in the name of a nominee;
 

in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;
- (12) to obtain indemnity insurance for the Trustees in accordance with, and subject to the conditions in, the Charities Acts;
- (13) to pay out of the funds of the Charity the costs of forming and registering the Charity as a company.

### **Application of income and property**

- 6(1) The income and property of the Charity shall be applied solely towards the promotion of the Objects.

- (2)(a) A Trustee is entitled to be reimbursed from the property of the Charity and the Charity may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Charity.
  - (b) A Trustee may benefit from trustee indemnity insurance cover purchased at the Charity's expense in accordance with, and subject to the conditions in, the Charities Acts.
  - (c) A Trustee may receive an indemnity from the Charity in the circumstances specified in Article 48.
  - (d) A Trustee may not receive any other benefit or payment unless it is authorised by Article 7.
- (3) Subject to Article 7, none of the income or property of the Charity may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the Charity. This does not prevent a member who is not also a Trustee:
- (a) receiving a benefit from the Charity in the capacity of a beneficiary of the Charity;
  - (b) being employed by, or receiving reasonable and proper remuneration for any goods or services supplied to the Charity.

## **Benefits and payments to Trustees and connected persons**

### **7(1) General provisions**

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;
- (d) receive any other financial benefit from the Charity;

unless the payment is permitted by sub-clause (2) of this Article or by, and subject to the conditions of, any provision of the Charities Acts or authorised by the court or the Charity Commission.

In this Article 'financial benefit' means a benefit, direct or indirect, which is either money or has a monetary value.

### **Scope and powers permitting Trustees' or connected persons' benefits**

- (2)(a) A Trustee or connected person may receive a benefit from the Charity in the capacity of a beneficiary of the Charity provided that a majority of the Trustees does not benefit in this way.
- (b) 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, the Charities Acts.

- (c) Subject to sub-clause (3) of this Article 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.
- (d) A Trustee or connected person may receive interest on money lent to the Charity at a reasonable and proper rate.
- (e) A Trustee or connected person may receive rent for premises let by the Trustee or connected person to the Charity. The amount of the rent and the 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 unless expressly invited to remain in order to provide information.
- (f) 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.

### **Payment for supply of goods only – controls**

- (3) The Charity and its Trustees may only rely upon the authority provided by sub-clause (2)(c) of this Article 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 him or her or it with regard to the supply of goods to the Charity unless expressly invited to remain in order to provide information.
  - (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 is not in receipt of remuneration or payments authorised by Article 7.
- (4) In sub-clauses (2) and (3) of this Article:
  - (a) 'Charity' includes any company in which the Charity:
    - (i) holds more than 50% of the shares; or
    - (ii) controls more than 50% of the voting rights attached to the shares; or
    - (iii) has the right to appoint one or more Trustees to the board of the company.

(b) 'connected person' includes any person within the definition in Article 2 'Interpretation'.

## **Declaration of Trustees' interests**

- 8(1) A Trustee or member of a committee must declare the nature and extent of any interest, direct or indirect, which he or she has 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 or member of a committee must absent himself or herself from any discussions of the Trustees or members of a committee in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Charity and any personal interest (including but not limited to any personal financial interest) unless expressly invited to remain in order to provide information.
- (2) For the purposes of this Article, an interest which a Trustee or member of a committee has in a matter to be discussed at a meeting of the Trustees or a committee and which arises only by virtue of him or her being a member or unpaid director or officer of another company or institution which is constituted as a charity or which prohibits the distribution of its income and property to an extent at least as great as is imposed on the charity by these Articles or, in the case of a wholly owned subsidiary company, whose parent company is so constituted or contains such a prohibition shall not be treated as a personal interest. Such interest shall be declared at or before the beginning of discussion of the matter but the Trustee or committee member shall not thereby be prohibited from participating in the meeting, being counted in the quorum or voting on the matter.

## **Conflicts of interests and conflicts of loyalties**

- 9(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 the Articles, the unconflicted Trustees may authorise such a conflict of interests where the following conditions apply:
- (a) the 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 unless expressly invited to remain in order to provide information;
  - (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.
- (2) In this Article 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.

## **Members**

- 10(1) The subscribers to the Memorandum are the first members of the Charity.
- (2) The Lodge Mother will be a member of the Charity.
- (3) Membership is open to other individuals who:
- (a) apply to the Charity in the form required by the Trustees; and

- (b) are approved by the Trustees, in their absolute discretion.
- (4) Each person who is admitted as a member of the Charity, other than the Lodge Mother, shall be appointed as a Trustee and each Trustee shall cease to be a member of the Charity on ceasing to be a Trustee.
- (4) Membership is not transferable.
- (5) The Trustees must keep a register of names and addresses of the members.

### **Termination of membership**

11 Membership is terminated if:

- (1) the member dies;
- (2) the member resigns by written notice to the Charity unless, after the resignation, there would be fewer than two members;
- (3) the member is removed from membership by a resolution of the Trustees that it is in the best interests of the Charity that his or her or its membership is terminated but this provision shall not apply to the Lodge Mother.

### **General meetings**

12 The Trustees may call a general meeting at any time and shall do so on the requisition of members pursuant to the provisions of the Companies Acts.

### **Notice of general meetings**

13(1) The minimum periods of notice required to hold a general meeting of the Charity are:

- (a) twenty-one clear days a general meeting called for the passing of a special resolution;
- (b) fourteen clear days for all other general meetings.
- (2) A general meeting may be called by shorter notice if it is so 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 90 percent of the total voting rights.
- (3) The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. The notice must also contain a statement setting out the right of members to appoint a proxy under the Companies Acts and Article 20.
- (4) The notice must be given to all the members and to the Trustees and to the auditors, if appointed.

14 The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Charity.

### **Proceedings at general meetings**

15(1) No business shall be transacted at any general meeting unless a quorum is present.

(2) A quorum is:

- (a) three members present in person or by proxy and entitled to vote upon the business to be conducted at the meeting.

16(1) 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 such time and place as the Trustees shall determine.
- (2) The Trustees must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.
  - (3) If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the members present in person or by proxy at that time shall constitute the quorum for that meeting.

17(1) General meetings shall be chaired by the person who has been appointed to chair meetings of the Trustees.

- (2) If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a Trustee nominated by the Trustees shall chair the meeting.
- (3) If there is only one Trustee present and willing to act, he or she shall chair the meeting.
- (4) If no Trustee is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present in person or by proxy and entitled to vote must choose one of their number to chair the meeting.

18(1) The members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.

- (2) The person who is chairing the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution.
- (3) No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
- (4) If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date, time and place of the meeting.

19(1) 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 demanded:

- (a) by the person chairing the meeting; or
- (b) by at least two members present in person or by proxy and having the right to vote at the meeting; or
- (c) by a member or members present in person or by proxy representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

- (2)(a) The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.
- (b) 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.
- (3)(a) A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting.
- (b) If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made.
- (4)(a) A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be members) and who may fix a time and place for declaring the results of the poll.
- (b) The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- (5)(a) A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.
- (b) A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs.
- (c) The poll must be taken within thirty days after it has been demanded.
- (d) If the poll is not taken immediately at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
- (e) If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.

### **Proxy notices**

20(1) Proxies may only validly be appointed by a 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 Trustees may determine; and
  - (d) is delivered to the Charity in accordance with the Articles and any instructions contained in the notice of the general meeting to which they relate.
- (2) The Charity may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
  - (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.
  - (4) Unless a proxy notice indicates otherwise, it must 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.
- (5) A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) 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.
- (6) 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 on whose behalf the proxy notice was given.
- (7) 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.
- (8) 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.

### **Written resolutions**

- 21(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) it is contained in an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date.
- (2) A resolution in writing may comprise several copies to which one or more members have signified their agreement.

### **Votes of members**

- 22 Every member shall have one vote and on a poll every member present in person or by proxy shall have one vote.
- 23 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 who is chairing the meeting shall be final.

### **Trustees**

- 24(1) A Trustee must be a natural person aged 18 years or older.
- (2) No one may be appointed a Trustee if he or she would be disqualified from acting under the provisions of Article 32.

- 25 The number of Trustees shall be not less than three but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum.
- 26 The first Trustees shall be those persons notified to Companies House as the first Trustees of the Charity.
- 27 A Trustee may not appoint an alternate Trustee or anyone to act on his or her behalf at meetings of the Trustees.

### **Powers of Trustees**

- 28(1) Subject to the provisions of the Companies Acts, the Articles and to any directions given by special resolution the Trustees shall manage the business of the Charity and may exercise all the powers of the Charity.
- (2) No alteration of the Articles or any special resolution shall have retrospective effect to invalidate any prior act of the Trustees.
- (3) Any meeting of Trustees at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Trustees.

### **Appointment of Trustees**

- 29 (1) The Charity may appoint any person who is willing to act to be a Trustee by:
    - (a) a resolution of not less than 75% of the members, if the appointee has been approved by the Lodge Mother; or
    - (b) a resolution of all of the members other than the Lodge Mother, if the appointee has not been so approved.
  - (2) Each Trustee so appointed shall hold office for a period of 5 years but may be re-appointed for a further term or terms.
- 30(1) The Trustees may appoint a person who is willing to act to be a Trustee.
  - (2) A Trustee appointed by a resolution of the other Trustees shall hold office for a period of 1 year.
- 31 The appointment of a Trustee, whether by the members or by the other Trustees, must not cause the number of Trustees to exceed any number fixed as the maximum number of Trustees.

### **Disqualification and removal of Trustees**

- 32 A Trustee shall cease to hold office if he or she:
  - (1) ceases to be a Trustee by virtue of any provision in the Companies Acts or is prohibited by law from being a Trustee;
  - (2) is disqualified from acting as a trustee by virtue of the Charities Acts;
  - (3) ceases to be a member of the Charity;

- (4) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- (5) resigns as a Trustee by notice to the Charity (but only if at least two Trustees will remain in office when the notice of resignation is to take effect);or
- (6) is absent without the permission of the Trustees from all their meetings held within a period of twelve consecutive months and the Trustees resolve that his or her office be vacated.

### **Remuneration of Trustees**

33 The Trustees must not be paid any remuneration unless it is authorised by Article 7.

### **Proceedings of Trustees**

34(1) The Trustees may regulate their proceedings as they think fit, subject to the provisions of the Articles.

- (2) Any Trustee may call a meeting of the Trustees.
  - (3) The secretary (if any) must call a meeting of the Trustees if requested to do so by a Trustee.
  - (4) Questions arising at a meeting shall be decided by a majority of votes.
  - (5) The Lodge Mother shall be entitled to attend meetings of the Trustees.
  - (6) The Trustees shall hold at least two meetings each year.
  - (7) A meeting may be held by suitable electronic means agreed by the Trustees in which each participant may communicate with all the other participants.
- 35(1) No decision may be made by a meeting of the Trustees unless a quorum is present at the time the decision is purported to be made. 'Present' includes being present by suitable electronic means agreed by the Trustees in which a participant or participants may communicate with all the other participants.
- (2) The quorum shall be the number nearest to one third of the Trustees plus one, or such other number as may be decided from time to time by the Trustees.
  - (3) 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.

36 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.

37(1) The Trustees shall, with the agreement of the Lodge Mother, appoint a Trustee to chair their meetings and may at any time, with the agreement of the Lodge Mother, revoke such appointment.

- (2) If no-one has been appointed to chair meetings of the Trustees or if the person appointed is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the Trustees present may appoint one of their number to chair that meeting.

- (3) The person appointed to chair meetings of the Trustees shall have no functions or powers except those conferred by the Articles or delegated to him or her by the Trustees.
- 38(1) A resolution in writing or in electronic form agreed by all of the Trustees or (as the case may be) members of a committee entitled to receive notice of a meeting of the Trustees or of a committee and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Trustees or (as the case may be) a committee duly convened and held.
- (2) The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more Trustees or (as the case may be) members of the committee has signified their agreement.

### **Delegation**

- 39(1) The Trustees may delegate any of their powers or functions to a committee of two or more Trustees or other persons but the terms of any delegation must be recorded in the minute book.
- (2) The Trustees may impose conditions when delegating, including the conditions that:
    - (a) the relevant powers are to be exercised exclusively by the committee to whom they delegate;
    - (b) no expenditure may be incurred on behalf of the Charity except in accordance with budgetary rules and policies and, in the context of these, a budget previously agreed with the Trustees.
  - (3) The Trustees may revoke or alter a delegation.
  - (4) All acts and proceedings of any committees must be fully and promptly reported to the Trustees.
  - (5) No decision at any meeting of any committee to exercise any powers delegated to it by the Trustees shall be effective unless a majority of those present at the time of the decision are Trustees.

### **Validity of Trustees' decisions**

- 40(1) Subject to Article 40(2), all acts done by a meeting of Trustees, or of a committee, shall be valid notwithstanding the participation in any vote of a Trustee or member of such committee:
- (a) who was disqualified from holding office;
  - (b) who had previously retired or who had been obliged by the Articles to vacate office;
  - (c) who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;
- if without:
- (d) the vote of that Trustee or committee member; and
  - (e) that Trustee or committee member being counted in the quorum;

the decision has been made by a majority of the Trustees or committee members at a quorate meeting.

- (2) Article 40(1) does not permit a Trustee or committee member or a connected person to keep any benefit that may be conferred upon him or her by a resolution of the Trustees or of a committee if, but for Article 40(1), the resolution would have been void, or if the Trustee or committee member has not complied with Article 8.

## **Seal**

- 41 If the Charity has a seal it must only be used by the authority of the Trustees or of a committee authorised by 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 by the secretary (if any) or by a second Trustee.

## **Minutes**

- 42 The Trustees must keep minutes of all:
  - (1) appointments of officers made by the Trustees;
  - (2) proceedings at meetings of the Charity;
  - (3) meetings of the Trustees and committees including:
    - (a) the names of the Trustees present at the meeting;
    - (b) the decisions made at the meetings; and
    - (c) where appropriate the reasons for the decisions.

## **Means of communication to be used**

- 43(1) Subject to the Articles, anything sent or supplied by or to the Charity under the Articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Charity.
- (2) Subject to the Articles, any notice or document to be sent or supplied to a Trustee in connection with the taking of decisions by Trustees may also be sent or supplied by the means by which that Trustee has asked to be sent or supplied with such notices or documents for the time being.

44 Any notice to be given to or by any person under the Articles:

- (1) must be in writing; or
- (2) must be given in electronic form.

45 The Charity may give any notice to a member either:

- (a) personally; or
- (b) by sending it by post in a prepaid envelope addressed to the member at his or her address; or

- (c) by leaving it at the address of the member; or
- (d) by giving it in electronic form to the member's address.
- (e) by placing the notice on a website and providing the person with a notification in writing or in electronic form of the presence of the notice on the website. The notification must state that it concerns a notice of a company meeting and must specify the place date and time of the meeting.

46 A member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and of the purposes for which it was called.

47(1) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.

(2) Proof that an electronic form of notice was given shall be conclusive where the company can demonstrate that it was properly addressed and sent, in accordance with the Companies Acts.

(3) In accordance with the Companies Acts notice shall be deemed to be given:

- (a) 48 hours after the envelope containing it was posted; or
- (b) in the case of an electronic form of communication, 48 hours after it was sent.

## **Indemnity**

48(1) The Charity shall indemnify a relevant Trustee against any liability incurred in that capacity, to the extent permitted by the Companies Acts.

(2) In this Article a 'relevant Trustee' means any Trustee or former Trustee of the Charity.

## **Rules**

49(1) The Trustees may from time to time by a majority of not less than 75% of the Trustees if approved by the Lodge Mother, or by unanimous agreement of the Trustees if not so approved, make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the Charity.

(2) The bye laws may regulate the following matters but are not restricted to them:

- (a) the conduct of members of the Charity in relation to one another, and to the Charity's employees and volunteers;
- (b) 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;
- (c) 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 the Articles;
- (d) generally, all such matters as are commonly the subject matter of company rules.

(3) The Charity in general meeting by a majority of not less than 75% of the members if approved by the Lodge Mother, or by unanimous agreement of the members other than the Lodge Mother if not so approved, has the power to alter, add to or repeal the rules or bye laws.

- (4) The Trustees must adopt such means as they think sufficient to bring the rules and bye laws to the notice of members of the Charity.
- (5) The rules or bye laws shall be binding on all members of the Charity. No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the Articles.

## **Disputes**

- 50 If a dispute arises between members of the company about the validity or propriety of anything done by the members of the company under the 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.

## **Dissolution**

- 51(1) The members of the Charity may at any time before, and in expectation of, its dissolution resolve that any net assets of the Charity after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the Charity be applied or transferred in any of the following ways:
- a) directly for the objects; or
  - b) by transfer to a separately constituted White Eagle Centre in another country taking its spiritual direction from the Lodge Mother and established for similar Objects to the Charity; or
  - c) only if b) above is impractical to achieve, by transfer to any charity or charities for purposes similar to the Objects; or
  - d) to any charity or charities for use for particular purposes that fall within the Objects.
- (2) Subject to any such resolution of the members of the Charity, the Trustees of the Charity may at any time before, and in expectation of, its dissolution resolve that any net assets of the Charity after all its debts and liabilities have been paid, or provision made for them, shall on or before the dissolution of the Charity be applied or transferred in any of the following ways:
- a) directly for the objects; or
  - b) by transfer to a separately constituted White Eagle Centre in another country taking its spiritual direction from the Lodge Mother and established for similar Objects to the Charity; or
  - c) only if b) above is impractical to achieve, by transfer to any charity or charities for purposes similar to the Objects; or
  - d) to any charity or charities for use for particular purposes that fall within the Objects.
- (3) In no circumstances shall the net assets of the Charity be paid to or distributed among the members of the Charity (except to a member that is itself a charity) and if no resolution in accordance with Article 51(1) is passed by the members or the Trustees the net assets of the Charity shall be applied for charitable purposes as directed by the Court or the Commission.

## **Schedules**

- 52 Principles for The Guidance of the Trustees and The Publishing Trust and White Eagle's Guidance on the Purpose of The White Eagle Lodge are set out in Schedules 1 and 2.

## **Entrenchment**

- 53 The Articles may be amended or repealed only with the prior approval of the Lodge Mother.

## SCHEDULE 1

### **PRINCIPLES FOR THE GUIDANCE OF THE TRUSTEES AND THE PUBLISHING TRUST**

(1) The White Eagle Teachings were prepared by the Wise Ones and are entrusted to your keeping for all people. You are only required to allow those Teachings to go forth in such a manner that their true original meaning and spirit can shine forth, leaving the result in God's hands. Most of the rest of the work lies in the response which comes from those who receive the Teachings, a response which is aided by those beyond the veil. Therefore self-effacement is our first principle.

(2) You are not seeking in your service to press your own views or interpretations of truth upon others: you are simply making ready and available for those who seek them, Teachings which carry more than mere words because they speak with the language of the heart which is beyond the earthly mind. They have been given and phrased to arouse, strengthen, inspire and unite the souls of all true seekers who study them.

Your task is to preserve and make available these Teachings in their original purity and in such a manner that they may convey to their readers the living power of the Spirit which was felt by those present during the reception of the message and to keep them untouched by outside elements including your own opinions.

(3) Your one pointed fidelity to The White Eagle Teachings must be coupled with complete tolerance towards other views thus your work will be done in the unruffled calm where argument has ceased and harmony prevails; so goodwill grows and the many aspects of truth found in different beliefs, grow with it in harmony towards perfect equilibrium. When tempted to express your own views upon Truth remember that it is necessary to think well before you try to add anything to the message brought by us to you from those better qualified than we, or you, to judge the inner needs of the world and how those living in it may be helped. You and any whom you may choose to work with you can do no greater service than to keep the channel clear of cross currents; thus both the Teachings themselves and those on both sides of the veil who seek to serve in their distribution will be the more acceptable to others and better able to do lasting good.

(4) Before accepting for publication the writings of individuals, you must be satisfied:

(a) That they do not in any way conflict with The White Eagle Teachings

(b) That they make a contribution to the work worthy in their content and in the form of their presentation to be offered with The White Eagle Teachings.

## SCHEDULE 2

### **WHITE EAGLE'S GUIDANCE ON THE PURPOSE OF THE WHITE EAGLE LODGE**

The Master responsible for bringing this Lodge into being is working for the great brotherhood of the new age. His particular work today is to establish a brotherhood founded upon the family spirit, founded upon love. We want you to realise that this Lodge has a fine purpose. Its purpose lies far in the future – that of bringing to the earth a standard of life which is in harmony with the infinite love. The Lodge is not a place for complex exposition of intellectual truth. It is a place that is working to stimulate the simple human love in every heart. As a rule, whenever people congregate, you get dissension, because the love between them is not strong enough. Then the mind gets to work and overcomes the tender growth of love. The purpose of the work here is brotherhood, and through this brotherhood, through this sympathy, this patience, this tolerance one with another, you are learning to establish a universal brotherhood.

You know, all souls at heart long for harmony, long for God. All souls belong to God. Each one of you is a child of God. Within your heart is the Christ child. The Christ child is symbolised by the rose because the rose is a fragrant flower. The old type of rose had to be protected by thorns, which caused anyone who handled the rose to handle it with great care. The rose, then, is the symbol of the sweet Christ love in the human heart, and a human heart must also be handled with great care. It can be a little prickly, as you are all finding out, but you must learn to handle the heart of another with great care so that neither you nor they will be hurt. The rose is perfect in form and opens its petals to the sun. The human heart is perfectly formed in God's own image, and will always, always, respond to the sunlight of truth, to the sunlight of God. In the forming of this Lodge the Master has laid down the rule of love, of giving freedom to all, but calling upon each one to respond in the finest, the truest manner. Our Master's one theme, the key of all his work, has been to bring light, to stimulate the light in the hearts of those drawn into the orbit of his work.