

Dated

5th December

2002

WPH

**DEED OF REVOCATION
AND DECLARATION OF TRUST**

PORTSMOUTH ROMAN CATHOLIC DIOCESAN TRUSTEES REGISTERED

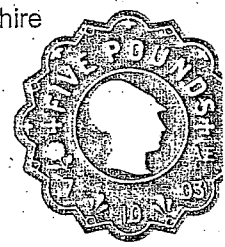
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THIS DEED OF REVOCATION AND DECLARATION OF TRUST

made the 5th day of DECEMBER 2002 is made by The Right Reverend Roger Francis Crispian Hollis of Bishop's House, Edinburgh Road, Portsmouth, Hampshire, PO1 3HG Roman Catholic Bishop of Portsmouth (hereinafter called "the Bishop") (1) and Portsmouth Roman Catholic Diocesan Trustees Registered of St Edmund House Edinburgh Road Portsmouth Hampshire PO1 3QA (hereinafter called ("The Trustees") (2)



WHEREAS

1. This Deed is supplemental to the Diocesan Trust Deed of the Roman Catholic Diocese of Portsmouth dated the 4th September 1934 ("the September 1934 Trust Deed")
2. On 23rd December 1934 the Trustees were appointed Trustees of the September 1934 Trust Deed and are the current Trustees of that Trust Deed.
3. Clause 20 of the September 1934 Trust Deed provides as follows:

"The Trustees may with the consent of the Bishop by any Deed or Deeds wholly or partially revoke the trusts hereinbefore declared concerning the properties whether real or personal for the time being subject to the trusts hereof or any of such properties or any part of parts thereof respectively and by the same or any other deed or deeds declare such new or other trusts being charitable trusts in connection with the Roman Catholic Church in Great Britain or abroad as they may with the like consent think fit in respect of the properties the trusts whereof should be revoked as aforesaid provided that the powers conferred by this clause shall not extend to the constitution of the Trustees or their powers of investment or any special trust"
4. The Trustees with the consent in writing of the Bishop (testified by his execution of this Deed) wish to exercise the powers conferred on them by clause 20 of the Trust Deed dated 4th September 1934 ("the September 1934 Trust Deed") and by the two Orders referred to in clauses 5 and 6.
5. By an Order made by the Charity Commission on 29th February 1996 the Charity Commission authorised the Trustees to provide indemnity insurance for themselves as set out in that Order
6. By an Order made by the Charity Commission on 14th August 2002 the Charity Commission authorised the Trustees to make the amendments to the Trust Deed set out in the Schedule to that Order.

NOW THIS DEED WITNESSETH AS FOLLOWS:

REVOCATION AND DECLARATION OF TRUSTS

1 The Trustees with the consent in writing of the Bishop (testified as aforesaid) and in accordance with the power in that behalf contained in Clause 20 of the September 1934 Trust Deed and the said Order of 14th August 2002 HEREBY REVOKE the trusts and powers contained in the September 1934 Trust Deed and HEREBY DECLARE that henceforth they hold all freehold and leasehold property and all other property (including all stocks funds shares securities monies or the proceeds of sale thereof) vested in them subject to the trusts of the September 1934 Trust Deed immediately prior to the execution of this Deed UPON the trusts and subject to the powers hereinafter declared.

2 In this deed and in any document expressed to be supplemental to it unless the contrary appears and where the context allows:

2.1 "The Bishop" shall mean the Right Reverend Roger Francis Crispian Hollis the present Roman Catholic Bishop of Portsmouth while remaining such Bishop and his successor for the time being as such Bishop or other the person for the time being exercising episcopal jurisdiction in the Roman Catholic Church over Roman Catholics residing in the City and Diocese of Portsmouth (including a-Diocesan Administrator whenever such appointment shall be in force).

2.2 "The Diocese" shall mean the district over which as regards Roman Catholic residents the Bishop shall for the time being exercise episcopal jurisdiction.

2.3 "The Trustees" shall mean the Trustees referred to as the second party to this Deed or other the trustees for the time being of the trusts hereby constituted.

2.4 "The Trust Property" shall mean the hereditaments investments and other property which are now vested in the Trustees for the general purposes of the trusts hereby declared and shall include all further hereditaments money investments and other property which may from time to time become vested in the Trustees for the general purposes of the trust.

2.5 References to an Act of Parliament are references to the Act as amended or re-enacted from time to time and to any subordinate legislation made under it.

3 The Trustees do and shall stand possessed of the Trust Property and the rents profits and income thereof upon trust to use and apply the same respectively both as to capital and as to income for all or such one or more exclusively of the others or other of the purposes

mentioned below (so far as charitable) as the Bishop in his absolute discretion shall from time to time think fit (that is to say):-

- 3.1 The provision maintenance and upkeep of churches and public chapels for the celebration of divine worship according to the rights and ceremonies of the Roman Catholic Church and of presbyteries and houses for the residence of Priests and Deacons attached to any such churches or chapels or otherwise and belonging to or connected with the Roman Catholic Church in the Diocese.
- 3.2 The provision maintenance and carrying on of the religious services of the said Church in such churches and public chapels or other places of a like character.
- 3.3 The provision maintenance and upkeep of houses of study halls and colleges for the education and training of priests and persons desirous of becoming priests of the said Church in the Diocese or elsewhere in Great Britain and abroad.
- 3.4 The education and training of priests, deacons and persons desirous of becoming priests of the said Church by such means as the Trustees think fit.
- 3.5 The payment of stipends to the priests and deacons of the said Church and of salaries and wages in connection with any such institutions as aforesaid
- 3.6 The maintenance, support and provision of medical and surgical aid for infirm and aged priests and deacons of the said Church and the burial of deceased priests and deacons of the said Church.
- 3.7 The provision of holidays and rest for priests and deacons of the Roman Catholic Church in the Diocese but so the contributions made by the Trustees under this and the preceding sub-clause shall be made only to or in respect of persons whose own means (if any) are in the opinion of the Trustees inadequate for such purposes.
- 3.8 The relief of poor persons professing the Roman Catholic religion in the Diocese or nearly related to priests or deacons of the said Church.
- 3.9 The provision maintenance and upkeep of schools and colleges to be conducted in accordance with the principles of the said Church for the general education whether religious or secular (or both) of children and young persons whether or not members of the said Church and of catechetical or other religious education.
- 3.10 The provision maintenance and upkeep of houses of residence for teachers and for students in any such houses of study halls schools and colleges as aforesaid.
- 3.11 The provision maintenance and upkeep of homes for infirm and aged priests and deacons of the said Church in the Diocese being in the opinion of the Trustees without adequate means of support and of houses and accommodation for infirm

- and aged poor persons preference being given to those professing the Roman Catholic Religion
- 3.12 The provision maintenance and upkeep of cemeteries or burying places for the interment of deceased members of the said Church and other persons authorised by the Trustees.
 - 3.13 The provision maintenance and upkeep of parish rooms and halls in connection with any such churches or chapels as aforesaid to be used for the advancement of the Roman Catholic religion in the Diocese or otherwise for the enlightenment education and religious and moral benefit of members of the said Church in the Diocese.
 - 3.14 The provision and maintenance of hospitals and sanatoria for poor persons members of the said Church.
 - 3.15 The acquisition of sites for and of ground to be held with buildings for any of the purposes aforesaid and the erection restoring altering enlarging maintaining and repairing of any buildings for any such purpose and the laying out maintenance and upkeep of grounds in connection with any such buildings.
 - 3.16 The development of any part of any land held as Trust Property and the maintenance of any works for the time being carried on thereon under the powers hereof.
 - 3.17 The making of donations or subscriptions to any charitable institution trust or organisation for Roman Catholic or other purposes in Great Britain or abroad or direct to any Bishop or official person engaged in any such work or to any other charitable institution or organisation necessary or proper in the carrying on of the charitable work of the Trustees.
 - 3.18 The maintenance and upkeep of the charitable institutions works and undertakings now carried on or for the time being established under the trusts hereof.
 - 3.19 For any such charitable purpose or purposes as in the opinion of the Bishop may be calculated to lead to the advancement or maintenance of the Roman Catholic religion.
- 4 All charitable works of whatever nature carried on for the time being hereunder shall be subject to the absolute control of the Bishop and shall be carried on under and in accordance with his directions in all respects and all statutory and other powers vested in the Trustees shall be exercisable only with his consent but no purchaser lessee mortgagee or other person dealing for money or money's worth shall be concerned to see or enquire

whether such consent has been given.

5 Subject to Clause 8 hereof and to the restrictions imposed by the Charities Act 1993 the Trustees may (in addition to their statutory powers) from time to time at the request of the Bishop raise any money required for any of the purposes aforesaid on the security of any hereditaments investments or other property subject to the trusts hereof and make any arrangements with respect to the subsisting charges or incumbrances as they may think fit and no mortgagee or chargee shall be concerned to see or inquire as to whether the Bishop has requested the money to be raised or as to the application of the money or whether the money is wanted or that no more than is wanted is raised.

6 6.1 The Trustees may with the consent of the Bishop invest any money in their hands in any manner in which according to the law for the time being in force trust money may be invested or in any other investments of whatsoever nature which the Bishop may from time to time by writing specify and also in the purchase of hereditaments of any nature or tenure and may from time to time vary such investments but the Trustees may nevertheless hold and retain in the same state of investment any property to be hereafter transferred to them upon the trusts hereof or any special trusts for so long as they think proper but in the case of property held on special trusts no investment shall be made in any manner not authorised by law or by the instrument creating the special trust and no investment or change of investment shall be made without such consent (if any) as may be required by the instrument creating the special trust.

6.2 Subject to Clause 14 unless an incorporated body is trustee and unless otherwise directed by the Bishop investments may be made and shall from time to time and at all times whilst such investments are held be in the names of any four of the Trustees.

7 The Trustees may with the consent of the Bishop acquire or accept property to be held :-

7.1 For the general purposes of the trust.

7.2 Upon special charitable trusts in connection with the Roman Catholic Church either as original trustees or as new trustees of a trust already existing.

7.3 As custodian trustees without undertaking the management and administration of such property where the trusts declared concerning such property are charitable and require that it should be administered in connection with the Roman Catholic

Church by other trustees or managers.

They shall have power to decline for good reason to accept any property or trust.

8 When property is vested in the Trustees for the general purposes of the trust the Trustees may with the consent of the Bishop:-

8.1 Apply the whole or any part thereof whether capital or income:-

8.1.1 In or towards payment of the expenses of the trust

8.1.2 In any manner and for any purpose mentioned in clause 3 hereof.

8.2 Subject to the restrictions imposed by the Charities Act 1993 sell exchange or mortgage the property or any part thereof and apply the proceeds in and for all or any of such matters and purposes.

8.3 Invest any unemployeed income but so that such investments may at any time be realised and applied for any purpose mentioned in this clause.

8.4 Allocate any such property to any Roman Catholic parish or district of the Diocese so that the same may be held applied and disposed of primarily for the purposes aforesaid in connection therewith and give effect to any such allocation contained in any instrument by or under which any such property shall become vested in the Trustees and so that any such allocation may be revoked by the Trustees by resolution at any time with the consent of the Bishop provided nevertheless that no such allocation shall be revoked unless the Bishop shall certify to the Trustees that in his opinion the revenue of the property in question is not required to meet the needs of such parish or district but no purchaser lessee mortgagee or other person dealing for money or money's worth shall be concerned to see or inquire whether such consent has been given.

9 Where property is vested in the Trustees on special trusts the Trustees shall administer the same in accordance with the special trusts and the provisions as to the procedure of the Trustees and the other provisions and powers contained in this deed and in the regulations made hereunder shall apply so far as the same shall not be inconsistent with the special trusts or with any relevant provisions applicable to any Trust Corporation but no power conferred on the Trustees by this deed or by statute shall be exercised without such consent if any as may be required by the instrument creating the special trusts.

10 Where property is accepted by the Trustees upon trusts already in existence they shall

administer such property in accordance with such trusts.

11 Where property is accepted by the Trustees as custodian trustees they shall from time to time apply such property according to the lawful directions of the trustees or managers to whom the management and administration thereof shall have been confided.

12 12.1 Subject to any provisions contained in any instrument creating special trusts the Trustees may with the consent of the Bishop delegate the whole or any of the powers of administration or management vested in them over the property subject to such trusts to administrators or managers (hereinafter called "Administrative Trustees") appointed in such manner as may be provided in that instrument or if such instrument contains no provisions as to the appointment of Administrative Trustees or if there is no such instrument appointed in such manner and for such period as the Trustees shall think fit provided that:-

12.1.1 Where Administrative Trustees are appointed by the Trustees not merely in exercise of a power conferred on them by the instrument creating the trust the Trustees may at any time by resolution either wholly or partially revoke any powers delegated to the Administrative Trustees or remove all or any of the Administrative Trustees from office.

12.1.2 All proceedings of Administrative Trustees shall be reported to the Trustees and if they or any one or more of them so require shall be referred to them for confirmation.

12.2 The Trustees may with the consent of the Bishop appoint any committee having a minimum of two Trustees as members and may delegate any of their powers to such committee with or without powers to act without reference to the Trustees. All proceedings of the committee shall be reported to the Trustees.

13 The Trustees may delegate the management of investments to a financial expert (being an individual company or firm who is an authorised person or an exempted person within the meaning of the Financial Services and Markets Act 2000) but only on terms that:

13.1 The investment policy is recorded in writing for the financial expert by the Trustees

13.2 Every transaction is reported promptly to the Trustees

13.3 The performance of the investments is reviewed regularly with the Trustees

13.4 The Trustees are entitled to cancel the delegation arrangement at any time

- 13.5 The investment policy and the delegation arrangement are reviewed at least once a year
- 13.6 All payments due to the financial expert are on a scale or to a level which is agreed in advance and are notified promptly to the Trustees on receipt.
- 13.7 The financial expert must not do anything outside the powers of the Trustees.
- 14 Investments and other property of the trust may be held:
- 14.1 In the name of the Trustees or
- 14.2 In the name of a nominee (being a corporate body registered or having an established place of business in England and Wales) under the control of the Trustees or of a financial expert acting on their instructions
- 14.3 In the case of land by the Official Custodian for Charities under an order of the Charity Commission or the Court
- 15 The Trustees may insure the property of the Trust against any foreseeable risk and take out other insurance policies to protect the Trust when required.
- 16 In addition to the other powers set out in this Deed the Trustees may exercise all the powers exercisable by Trustees of charitable trusts as set out in the Trustee Act 2000 and any other legislation applying to charitable trusts.
- 17 The Trustees may insure themselves against the costs of a successful defence to a criminal prosecution brought against them as Charity Trustees or against personal liability incurred in respect of any act or omission which is or is alleged to be a breach of trust or a breach of duty provided that any such insurance shall not extend to any claim arising from any act or omission which the Trustees know to be a breach of trust or a breach of duty or which is committed by the Trustees in reckless disregard of whether it is a breach of trust or breach of duty or not. The cost of such insurance may be paid out of the Trust's funds.
- 18 As regards any hereditaments vested in the Trustees which may for the time being be used for the purposes of schools colleges or educational institutions and so long as so used the Trustees shall permit nothing to be done in respect thereof which shall be inconsistent with the provisions of the Acts relating to -education for the time being in force but the religious

doctrines and practices to be taught and observed in any such school shall in all respects be according to the principles and subject to the regulations and discipline of the Roman Catholic Church and the Trustees shall make all necessary arrangements for complying with such Acts and with any legislation and shall have all requisite powers for the purpose.

- 19 The Trustees may whenever in the opinion of the Bishop occasion shall have arisen so to do transfer any property real or personal vested in them for the general purposes of the trust (but not property held on special trusts) to some other persons or body of persons to be held separately upon the trusts affecting the same and may on the occasion of any such transfer at the request of the transferee by writing nominate and constitute some Bishop or other official person and his successors in office to exercise in relation to the property so transferred all the functions hereby made exercisable by the Bishop and thereafter this deed shall have effect as regards the transferred property as if the Bishop had been herein defined as the holder for the time being of such specified office and on any such transfer and nomination being made and accepted the Trustees and the Bishop shall be effectively discharged from all liability and responsibility in regard to the property so transferred.
- 20 The Trustees shall have power with the consent of the Bishop from time to time to appoint or dismiss a secretary and other officers clerks or servants and to pay them such remuneration as may be agreed upon and (if thought necessary) in addition to the other powers in this Deed to effect insurances against liability arising out of or in connection with their employment.
- 21 The Trustees shall keep true accounts of all money received and expended in respect of the General Trust and all special trusts and of the matters in respect of which such receipt and expenditure take place and of the property for the time being vested in them and of all liabilities in connection therewith and may as and when they think fit provide for the audit of such accounts by such person or persons whether professional auditors or not as the Bishop shall from time to time appoint.
- 22 Within the limits prescribed by this deed the Trustees shall have power subject to the approval of the Bishop at any meeting at which a quorum is present to make vary and revoke regulations as to all or any of the matters following:-
- 22.1 The time and place for and the method of calling meetings of the Trustees.
- 22.2 Supplying the place of the chairman in case of his absence.

- 22.3 Accepting or declining property to be held on special trusts.
 - 22.4 Appointing committees for special purposes.
 - 22.5 The custody of money deeds securities and documents and the signature and endorsement of cheques and drafts by any person or persons authorised by the Trustees.
 - 22.6 The appointment and removal of Administrative Trustees.
 - 22.7 Generally as to the management of the business of the Trust.
23. The Bishop shall have power to appoint a new trustee or new trustees of this deed provided always that
- 23.1 Any person who shall not profess or who shall cease to profess the Roman Catholic religion or who being in Holy Orders shall from whatever cause cease to be in possession of full missionary faculties shall unless the Bishop otherwise directs be disqualified from becoming a trustee hereof.
 - 23.2 If any trustee shall become disqualified under the last preceding paragraph hereof or shall become bankrupt or make a composition with his creditors or become incapacitated from acting or communicate in writing to the Trustees a wish to resign or shall by writing signed by the Bishop be requested to resign he shall thereupon cease to be a trustee.
 - 23.3 The certificate in writing of the Bishop of any person having become disqualified as aforesaid shall be conclusive evidence to that effect and an absolute bar to any further enquiry as to the fact by any court tribunal or person whatsoever.
 - 23.4 Nothing herein contained shall prevent the appointment of a corporation whether or not being a Trust Corporation as a trustee or in the case of a Trust Corporation as sole trustee hereof.
- 24 No purchaser mortgagee lessee or other person dealing with any person for the time being acting as a trustee of this deed shall be concerned or entitled to call for evidence or enquire whether any such disqualification as aforesaid shall have occurred or as to the title or authority of any person for the time being or theretofore acting as Bishop or exercising or assuming to exercise such episcopal jurisdiction as aforesaid or acting or assuming to act as such Diocesan Administrator or as to the validity of any consent to or direction for any sale mortgage lease or other transaction given or of any appointment of any new trustee made then or theretofore by any person so acting or assuming to act.

25. Any person becoming disqualified or being removed or resigning as trustee shall forthwith at the expense of the trust execute and do all instruments and acts necessary or proper for vesting his interest in the trust property in his co-trustees or as they shall direct.
26. The number of Trustees shall not be fewer than four nor more than twenty and vacancies shall be filled up as soon as practicable by the appointment of new trustees. PROVIDED THAT nothing herein contained shall prevent the appointment of a corporation whether or not being a trust corporation as a Trustee or in the case of a trust corporation as sole Trustee hereof.
27. New Trustees shall be appointed by resolution of the Trustees at a special meeting but only with and subject to the approval of the Bishop and no appointment shall take effect until the person nominated signs in the minute book of the Trustees a declaration of acceptance of the office of trustee and the Bishop signifies his approval either by countersigning such declaration or by separate writing under his hand to be noted in the minute book.
28. A technical defect in the appointment of a Trustee of which the Trustees are unaware at the time does not invalidate decisions taken by the Trustees.
29. Save where a trust corporation is a Trustee the Bishop if not a Trustee shall be appointed a Trustee as soon as possible and shall be the chairman ex-officio of the Trustees and shall be entitled to preside at all meetings and to represent the Trustees in dealings with any bodies and authorities.
30. The Trustees shall hold at least one ordinary meeting in each year. A special meeting may at any time be summoned by the Chairman or the Secretary of the Trustees

31 The necessary quorum for any meeting of the Trustees shall be as follows:

31.1 If the sole Trustee is a trust corporation the necessary quorum shall be defined by the provisions relating to that trust corporation otherwise the necessary quorum shall be as follows:

<u>Number of Trustees</u>	<u>Quorum</u>
3 - 8	3
9 - 11	4
12 - 17	5
18 - 20	6

32 A meeting may be held either in person or by suitable electronic means agreed by the Trustees in which all the participants may communicate with all the other participants

33 Save where a trust corporation is sole Trustee every matter shall be determined by the majority of votes of the Trustees present and voting on the question and in case of equality of votes the chairman shall have a casting vote whether he has or has not previously voted on the same question but no trustee shall in any other circumstances give more than one vote.

34 Any resolution of the Trustees which is in writing and signed by all of them is as valid as a resolution passed at a meeting and for this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature.

35 The Trustees shall cause minutes of their proceedings to be entered in a book to be kept for that purpose and such minutes shall be signed by the Chairman of the next meeting.

36 Trustees dissenting from any lawful decision of the majority of the Trustees shall nevertheless concur in executing and doing all such instruments and acts as may be requisite for the purpose of giving effect to such decision but such instruments and acts shall not be invalid for want of concurrence.

- 37 37.1 Any Trustee or member of a Trustee which is a corporate body who possesses specialist skills or knowledge, and any firm or company of which such a Trustee is a member or employee, may charge and be paid reasonable fees for work carried out for the Trust on the instructions of the other Trustees (but only if the procedure prescribed by clause 37.4 is followed in selecting the Trustee, firm or company and setting the amount of the fees and provided that (save in the case of a trust corporation) this provision may not apply to more than one half of the Trustees in any one financial year).
- 37.2 Any Trustee or member of a Trustee which is a corporate body who is a bishop priest or deacon holding office under or employed by the Trustees may continue to receive remuneration and other benefits from the Trustees but only to the extent that such remuneration and/or benefits is/are received wholly by virtue of and with reference to such employment or holding of office and not in any way by virtue of his Trusteeship.
- 37.3 No Trustee may receive from the Trust any payment of money or other material benefit (whether direct or indirect) except
- 37.3.1 Under clause 17 (indemnity insurance) clause 37.1 (fees) and clause 37.2 (employment or office holder)
- 37.3.2 Reimbursement of reasonable out of pocket expenses (including hotel and travel costs) actually incurred in the administration of the trust
- 37.3.3 Interest at a reasonable rate on money lent to the Trust
- 37.3.4 A reasonable rent or hiring fee for property let or hired to the Trust
- 37.3.5 An indemnity in respect of any liabilities incurred in or about the administration of the Trust (including the costs of a successful defence to criminal proceedings)
- 37.3.6 In exceptional cases other payments or benefits (but only with the written approval of the Charity Commission in advance)
- 37.4 Whenever a Trustee has a personal interest in a matter to be discussed at a meeting of the Trustees or any Committee the Trustee concerned must:
- 37.4.1 Declare an interest before discussion on the matter begins
- 37.4.2 Withdraw from the meeting for that item unless expressly invited to remain in order to provide information
- 37.4.3 Not be counted in the quorum during that part of the meeting

37.4.4 Withdraw during the vote and have no vote on the matter.

38 The Trustees may with the consent of the Bishop by any deed or deeds wholly or partially revoke the trusts hereinbefore declared concerning the properties whether real or personal for the time being subject to the trusts hereof or any of such properties or any part or parts thereof respectively and by the same or any other deed or deeds declare such new or other trusts being charitable trusts in connection with the Roman Catholic Church in Great Britain or abroad as they may with the like consent think fit in respect of the properties the trusts whereof shall be revoked as aforesaid provided that the powers conferred by this clause shall not extend to the constitution of the Trustees or their powers of investment or any special trust.

IN WITNESS whereof the said parties to these presents have hereunto set their hands and seals the day and year first before written

Executed as a Deed by the)
Right Reverend Roger Francis Crispian Hollis)
Bishop of Portsmouth)
in the presence of:)

Handwritten signature

Witness signature *P. Croughan*
Witness name: P. CROUGHAN
Witness Address: 33 MONCKTON ROAD
PORTSMOUTH PO3 5DH
Witness Occupation: ASST FINANCIAL SECRETARY

The Common Seal of PORTSMOUTH)
ROMAN CATHOLIC DIOCESAN TRUSTEES)
REGISTERED was hereunto affixed)
in the presence of)

Trustee *Michael M. D. H.*
Secretary *[Signature]*

