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**THE COMPANIES ACT 2006
SPECIAL RESOLUTION
St MELLITUS COLLEGE TRUST
ADOPTION OF NEW ARTICLES OF ASSOCIATION**

At a general meeting of the members of the above named company, duly convened and held at Liverpool Cathedral on 17th June 2014

The following Special Resolution was duly passed

That the existing articles of association in their entirety be removed and substituted for the new articles of association attached to this resolution

DATED 17th June 2014

SIGNED



Director

THURSDAY



A3CRS1NC
A14 24/07/2014 #348
COMPANIES HOUSE

COMPANIES ACTS 1985 TO 2006
**COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE
CAPITAL**

**ARTICLES OF ASSOCIATION OF
St MELLITUS COLLEGE TRUST**

MEMBERSHIP

The subscribers to the Memorandum and such other persons or organisations as are admitted to membership in accordance with the rules hereunder shall be members of the Charity

- 1 1 The number of members with which the company proposes to be registered is unlimited
- 1 2 The Charity must maintain a register of members
- 1 3 Membership of the Charity is open to any individual or organisation interested in promoting the Object who
 - 1 3 1 applies to the Charity in the form required by the Trustees
 - 1 3 2 is approved by the Trustees and
 - 1 3 3 signs the Register of members or consents in writing to become a member personally
 - 1 3 4 no member shall have any voting rights at meetings unless he she or it is also a Trustee
- 1 4 The Trustees may establish different classes of membership and prescribe their respective privileges and duties and set the amounts of any subscriptions
- 1 5 Membership is terminated if the member concerned
 - 1 5 1 gives written notice of resignation to the Charity
 - 1 5 2 dies
 - 1 5 3 is six months in arrears in paying the relevant subscription (if any) (but in such a case the member may be reinstated on payment of the amount dueor
 - 1 5 4 is removed from membership by resolution of the Trustees
- 1 6 Membership of the Charity is not transferable

2. GENERAL MEETINGS

- 2 1 Members are entitled to attend general meetings General meetings are called on at least clear 14 days written notice specifying the business to be discussed
- 2 2 There is a quorum at a general meeting if the number of members present is at least five
- 2 3 The Chairman or (if the Chairman is unable or unwilling to do so) some other member elected by those present presides at a general meeting
- 2 4 Except in the case of matters in Articles 5 and where otherwise provided by the Act every issue is decided by a majority of the votes cast by members who are also Trustees
- 2 5 Except for the chairman of the meeting who has a second or casting vote every member entitled to vote present in person has one vote on each issue
- 2 6 A written resolution passed in accordance with the Act is valid as a resolution actually passed at a general meeting (and for this purpose the written resolution may be set out in more than one document and will be treated as passed on the date of the last signature) provided that the necessary number of votes is received within 56 days of the date on which the resolution is circulated
- 2 7 The Charity must hold an AGM in every year which all members are entitled to attend and the First AGM may be held within 18 months after the Charity's incorporation
- 2 8 At an AGM the members entitled to vote
 - 2 8 1 receive the accounts of the Charity for the previous financial year
 - 2 8 2 receive the Trustees' report on the Charity's activities since the previous AGM
 - 2 8 3 accept the retirement of those Trustees who wish to retire (subject also to Article 5)
 - 2 8 4 appoint auditors for the Charity
 - 2 8 5 may confer on any individual (with his or her consent) the honorary title of Patron, President or Vice-President of the Charityand
 - 2 8 6 discuss and determine any issues of policy or deal with any other business put before them
- 2 9 Any general meeting which is not an AGM is an EGM
- 2 10 An EGM may be called at any time by the Trustees and must be called within 28 days on a written request from at least five Trustees

3. THE TRUSTEES

- 3 1 The Trustees as charity trustees have control of the Charity and its property and funds
- 3 2 The Trustees are to serve the interests and objects of the Charity to the best of their ability and when complete consist of at least six and not more than eleven individuals all of whom must be members and are provided as follows -
 - The Bishop Of London (Co-Chairman)
 - The Bishop Of Chelmsford (Co-Chairman)

Three nominated by the Bishop of Chelmsford

One nominated by the Bishop of London

Two nominated by the Trustees of St Paul's Theological Centre

One nominated by the General Synod of the Church of England

The Dean for the time being of the College

One nominated jointly by the Partners (the Bishops of London and Chelmsford) or by one Partner should either See be vacant

- 3 3 The subscribers to the Memorandum and Articles are the first Trustees of the Charity
- 3 4 One-third of the Trustees shall retire from office at the first annual general meeting and at subsequent annual general meetings by rotation or if their number is not three or a multiple of three then the number nearest one-third shall retire from office A retiring Trustee shall be eligible for reappointment
- 3 5 Every Trustee must sign a declaration of willingness to act as a charity trustee of the Charity before he or she is eligible to vote at any meeting of the Trustees
- 3 6 A Trustee's term of office automatically terminates (subject to Article 5) if he or she
- 3 6 1 is disqualified under the Charities Act 2006 from acting as a charity trustee
- 3 6 2 is incapable whether mentally or physically of managing his or her own affairs
- 3 6 3 is absent without apology from three consecutive meetings of the Trustees and subject to Article 5 the Trustees determine in a meeting that such a Trustee's term of office shall be determined
- 3 6 4 ceases to be a member (but such a person may be reinstated by resolution passed by all the other Trustees on resuming membership of the Charity before the next AGM)
- 3 6 5 resigns by written notice to the Trustees and their nominating Partner (if any) (but only if at least two Trustees will remain in office)
- or
- 3 6 6 is removed by resolutions passed by at least two-thirds of the members present and entitled to vote at a general meeting after the meeting has invited the views of the Trustee concerned and considered the matter in the light of any such views
- 3 7 A technical defect in the appointment of a Trustee of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting

4. PROCEEDINGS OF TRUSTEES

- 4 1 The Trustees must hold at least three meetings each year
- 4 2 A quorum at a meeting of the Trustees is one-third of the Trustees for the time being or the number next above one-third
- 4 3 A meeting of the Trustees may be held either in person or by suitable electronic means agreed by the Trustees in which all participants may communicate with all the other participants
- 4 4 The Partners, after consultation with the Dean, may appoint a Vice Chairman to deputise or act in their absence

- 4 5 The Chairman, Vice Chairman or (if these are unable or unwilling to do so) some other Trustee chosen by the Trustees present presides at each meeting
- 4 6 Every issue may be determined by a simple majority of the votes cast at a meeting but a written resolution signed by all the Trustees 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) except as prescribed in Article 5 hereof
- 4 7 Except for the chairman of the meeting who has a second or casting vote every Trustee has one vote on each issue
- 4 8 A procedural defect of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting

5. APPOINTMENTS AND CHANGES REQUIRING SPECIAL APPROVAL OF THE PARTNERS

- 5 1 The appointment of the Dean of the College the appointments of a new or additional Trustee or Chairman of Trustees and any change to the Memorandum and Articles of Association must be unanimously approved by the Bishop of London and Bishop of Chelmsford ("the Partners") after close consultation with the Board of St Paul's Theological Centre and any other funding body Any change in those comprising The Partners must be approved by the Partners for the time being
- 5 2 After consultation with the Trustees, the Dean shall appoint new Directors of the College subject to the approval of the Partners

6. POWERS OF TRUSTEES

The Trustees have the following powers in the administration of the Charity

- 6 1 to appoint (and remove) any person (who may be a Trustee) to act as Secretary to the Charity in accordance with the Act
- 6 2 to appoint (and remove) any person (who may be a Trustee) to act as Treasurer to the Charity
- 6 3 to appoint other honorary officers from among their number
- 6 4 to delegate any of the functions to committees consisting of two or more individuals appointed by them (but at least one member of every committee must be a Trustee and all proceedings of committees must be reported promptly to the Trustees)
- 6 5 to make Standing Orders consistent with the Memorandum these Articles and the Act to govern proceedings
- 6 6 to make rules consistent with the Memorandum these Articles and the Act to govern proceedings at their meetings and at meetings of committees
- 6 7 to make regulations consistent with the Memorandum these Articles and the Act to govern the administration of the Charity and the use of its seal (if any)
- 6 8 to establish procedures to assist the resolution of disputes within the Charity
- 6 9 to create a council of reference (without voting powers) to assist the Trustees
- 6 10 to create a St Mellitus College Association of supporters and friends
- 6 11 to exercise any powers of the Charity which are not reserved to a general meeting

- 6 12 to cooperate with the Partners on the appointment of the Dean by the Partners following close consultation with the Funding Body or Bodies

7. RECORDS & ACCOUNTS

- 7 1 The Trustees must comply with the requirements of the Act and of the Charities Act 2006 as to keeping financial records the audit of accounts and the preparation and transmission to the Registrar of Companies and the Commission of
- 7 1 1 annual reports
 - 7 1 2 annual returns
 - 7 1 3 annual statements of account
- 7 2 The Trustees must keep proper records of
- 7 2 1 all proceedings at general meetings
 - 7 2 2 all proceedings at meetings of the Trustees
 - 7 2 3 all reports of committees and
 - 7 2 4 all professional advice obtained
- 7 3 Accounting records relating to the Charity must be made available for inspection by any Trustee at any reasonable time during normal office hours and may be made available for inspection by members who are not Trustees if the Trustees so decide
- 7 4 A copy of the Charity's latest available statement of account must be supplied on request to any Trustee or member or to any other person who makes a written request and pays the Charity's reasonable costs within two months

8 NOTICES

- 8 1 Notices under these Articles may be sent by hand or by post or by suitable electronic means or (where applicable to members generally) may be published in any suitable journal or national newspaper or any newsletter distributed by the Charity
- 8 2 The only address at which a member is entitled to receive notices is the address shown in the register of members
- 8 3 Any notice given in accordance with these Articles is to be treated for all purposes as having been received
- 8 3 1 24 hours after being sent by electronic means or delivered by hand to the relevant address
 - 8 3 2 two clear days after being sent by first class post to that address
 - 8 3 3 three clear days after being sent by second class or overseas post to that address
 - 8 3 4 on the date of publication of a newspaper containing the notice
 - 8 3 5 on being handed to the member (or in the case of a member organisation its authorised representative) personally or if earlier
 - 8 3 6 as soon as the member acknowledges actual receipt
- 8 4 A technical defect in the giving of notice of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting

9. DISSOLUTION

The provisions of the Memorandum relating to dissolution of the Charity take effect as though repeated here

10. INTERPRETATION

In the Memorandum and in these Articles

"The Act" means the Companies Acts 1985 to 2006

"AGM" means an annual general meeting of the Charity

"these Articles" means these articles of association

"authorised representative" means an individual who is authorised by a member organisation to act on its behalf at meetings of the Charity and whose name is given to the Secretary

"Chairman" means the chairman of the Trustees who will be one of the Co-Chairmen referred to in article 3 2

"the Charity" means the company governed by these Articles

"charity trustee" has the meaning prescribed by section 97(1) of the Charities Act 1993

"College" means St Mellitus College

"clear day" means 24 hours from midnight following the relevant event

"the Commission" means the Charity Commissioners for England and Wales

"Dean" means the dean of the College from time to time

"Director" means a senior officer of the College from time to time

"EGM" means an extraordinary general meeting of the Charity

"financial expert" means an individual company or firm who is an authorised person or an exempted person within the meaning of the Financial Services Act 1986

"Funding Body" means St Paul's Theological Centre and any other body agreed by the Trustees to be acting similarly from time to time

"material benefit" means a benefit which may not be financial but has a monetary value

"member" and "membership" refer to membership of the Charity

"Memorandum" means the Charity's Memorandum of Association

"month" means calendar month

"the Object" means the object of the Charity as defined in clause 3 of the Memorandum

"Partners" means The Bishop of London and The Bishop of Chelmsford or such other Partners or a combination of these in accordance with Article 5 and "Partners" shall be construed accordingly

"Secretary" means the Secretary of the Charity

"taxable trading" means carrying on a trade or business on a continuing basis for the principal purpose of raising funds and not for the purpose of actually carrying out the Objects

"Trustee" means a director of the Charity and "Trustees" means all of the directors

"written" or "in writing" refers to a legible document on paper including a fax message

"year" means calendar year

10 2 Expressions defined in the Act have the same meaning

10 3 References to an Act of Parliament are to the Act as amended or re-enacted from time to time and to any subordinate legislation made under it

Signatures Names and Addresses of Subscribers

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