

THE COMPANIES ACT 2006
SPECIAL RESOLUTION
ST MELLITUS COLLEGE TRUST
(Company Number 04546328)
ADOPTION OF NEW MEMORANDUM AND ARTICLES OF ASSOCIATION

At a General Meeting of the members of the above named company, duly convened and held at The Old Deanery, Dean's Court, London on 5th June 2019 at 2pm.

The following Special Resolution was duly passed:

THAT the articles of association contained in the document attached to this Resolution be and hereby are approved and adopted as the new articles of association of the Company (the "New Articles") in substitution for and to the entire exclusion of the existing articles of association.

DATED: 5th June 2019

SIGNED:

+ Sarah Lander

Chair

THURSDAY



A16 *A880EI6Q* 20/06/2019 #187
COMPANIES HOUSE

COMPANIES ACTS 1985 TO 2006

**COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL**

**MEMORANDUM OF ASSOCIATION OF
St MELLITUS COLLEGE TRUST (No 04546328)**

HISTORICAL INTRODUCTION

The company was originally formed in 2002 (first registered at Companies House on 26th September 2002 and with the Charity Commission on 11th October 2002) as the North Thames Ministerial Training Partnership with the object of taking over the existing North Thames Ministerial Training Course from a partnership of the Bishops of London and Chelmsford and the Kingham Hill Trust which was the owner of Oak Hill College. The founding Partners of the charity were these three bodies.

The Kingham Hill Trust withdrew from participation in the company with effect from the end of the 2003-04 academic year and the Bishops of London and Chelmsford remained as the two partners. In August 2007 it was agreed that the name of the company should be changed to St Mellitus College Trust. Since that time a number of changes have been made to the company's constitution regarding the makeup of the board of directors / trustees.

It has now been agreed that St Paul's Theological Centre will become a third partner together with the Bishops of London and Chelmsford and that these three will be the only Members of the company and will be responsible for appointing the directors / trustees of the company. A revised version of the Company's constitution is therefore presented for registration effecting these changes.

St Mellitus College Trust has a vision for the provision of theological and ministry training that will contribute to the revitalisation of the church with the equipping of future leaders as a central focus. It is hoped that these leaders will be at the forefront of mission, church planting and church renewal in the years ahead.

1. NAME

The name of the Company is St Mellitus College Trust ("the Charity")

2. REGISTERED OFFICE

The registered office of the Charity is to be in England and Wales

3. OBJECTS

The objects of the Charity ("the Objects") is to advance the cause of the Christian religion by:

(1) preparing for public ministry candidates selected by the Church of England and by other members of Churches Together in England

(2) providing other theological and ministerial training and Christian education

(3) engaging with others in such theological and ministerial training and Christian education.

4. POWERS

The Charity has the following powers which may be exercised only in promoting the Objects:

- 4.1 To promote or carry out training and research
- 4.2 To provide advice
- 4.3 To publish or distribute information
- 4.4 To co-operate with other bodies
- 4.5 To support administer or set up other charities
- 4.6 To raise funds (but not by means of taxable trading)
- 4.7 To borrow money and give security for loans (but only in accordance with the restrictions imposed by the Charities Act 2011)
- 4.8 To acquire or hire property of any kind
- 4.9 To let or dispose of property of any kind (but only in accordance with the restrictions imposed by the Charities Act 2011)
- 4.10 To make grants or loans of money and to give guarantees
- 4.11 To set aside funds for special purposes or as reserves against future expenditure

- 4.12 To deposit or invest funds in any manner (but to invest only after obtaining advice from a financial expert and having regard to the suitability of investments and the need for diversification)
- 4.13 To delegate the management of investments to a financial expert but only on terms that:
 - 4.13.1 the investment policy is set down in writing for the financial expert by the Trustees
 - 4.13.2 every transaction is reported promptly to the Trustees
 - 4.13.3 the performance of the investments is reviewed regularly with the Trustees
 - 4.13.4 the Trustees are entitled to cancel the delegation arrangement at any time
 - 4.13.5 the investment policy and the delegation arrangement are reviewed at least once a year
 - 4.13.6 all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Trustees on receipt
 - 4.13.7 the financial expert must not do anything outside the powers of the Trustees
- 4.14 To arrange for investments or other property of the Charity to be held 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 under their instructions and to pay any reasonable fee required
- 4.15 To insure the property of the Charity against any foreseeable risk and take out other insurance policies to protect the Charity when required
- 4.16 To insure the Trustees 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 breach of duty
- 4.17 Subject to clause 5, to employ paid or unpaid agents staff or advisers
- 4.18 To enter into contracts to provide services to or on behalf of other bodies
- 4.19 To establish subsidiary companies to assist or act as agents for the Charity
- 4.20 To pay the costs of forming the Charity
- 4.21 To do anything else within the law which promotes or helps to promote the Objects

5. BENEFITS TO MEMBERS AND TRUSTEES

- 5.1 The property and funds of the Charity must be used only for promoting the Objects and do not belong to the members of the Charity but
 - 5.1.1 members who are not Trustees may be employed by or enter into contracts with the Charity and receive reasonable payment for goods or services supplied
 - 5.1.2 members (including Trustees) may be paid interest at a reasonable rate on money lent to the Charity
 - 5.1.3 members (including Trustees) may be paid a reasonable rent or hiring fee for property let or hired to the Charity
 - 5.1.4 individual members who are not Trustees but who are beneficiaries may receive charitable benefits in that capacity
- 5.2 A Trustee must not receive any payment of money or other material benefit (whether directly or indirectly) from the Charity except
 - 5.2.1 as mentioned in clauses 4.16 5.1.2 5.1.3 or 5.3
 - 5.2.2 reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in running the Charity
 - 5.2.3 an indemnity in respect of any liabilities properly incurred in running the Charity (including the costs of a successful defence to criminal proceedings)
 - 5.2.4 payment to any company in which a Trustee has no more than a 1 per cent shareholding
 - 5.2.5 in exceptional cases other payments or benefits (but only with the written approval of the Commission in advance)
- 5.3 Any Trustee (or any firm or company of which a Trustee is a member or employee) may enter into a contract with the Charity to supply goods or services in return for a payment or other material benefit but only if
 - 5.3.1 the goods or services are actually required by the Charity
 - 5.3.2 the nature and level of the remuneration is no more than is reasonable in relation to the value of the goods or services and is set in accordance with the procedure in clause 5.4
 - 5.3.3 no more than one half of the Trustees are subject to such a contract in any financial year

- 5.4 Whenever a Trustee has a personal interest in a matter to be discussed at a meeting of the Trustees or a committee the Trustee concerned must:
- 5.4.1 declare an interest at or before discussion begins on the matter
 - 5.4.2 withdraw from the meeting for that item unless expressly invited to remain in order to provide information
 - 5.4.3 not be counted in the quorum for that part of the meeting
 - 5.4.4 withdraw during the vote and have no vote on the matter
- 5.5 This clause may not be amended without the prior written consent of the Commission

6. LIMITED LIABILITY

The liability of members is limited

7. GUARANTEE

Every member promises if the Charity is dissolved while he she or it remains a member or within 12 months afterwards to pay up to £1 towards the costs of dissolution and the liabilities incurred by the Charity while the contributor was a member

8. DISSOLUTION

- 8.1 If the Charity is dissolved the assets (if any) remaining after provision has been made for all its liabilities must be applied in one or more of the following ways:
- 8.1.1 by transfer to one or more other bodies established for exclusively charitable purposes within the same as or similar to the Objects
 - 8.1.2 directly for the Objects or charitable purposes within or similar to the Objects
 - 8.1.3 in such other manner consistent with charitable status as the Commission approve in writing in advance
- 8.2 A final report and statement of account must be sent to the Commission

9. INTERPRETATION

- 9.1 Words and expressions defined in the Articles have the same meanings in this Memorandum
- 9.2 Reference 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

We wish to be formed into a company under this Memorandum of Association

Names and Addresses of Subscribers

David Walter Lowman, The Archdeacon's Lodge, 126 Broomfield Road, Chelmsford, Essex CM1 1RN

Christopher John Cunliffe, 35 Oswin Street, London SE11 4TF

David Duncan Coode Monro, 8 Great James Street, London WC1N 3DF

Richard David Antrobus More, 25 Roxwell Road, Chelmsford, Essex CM1 2LY

Enid Beatrice Mellor, 30 Cabrera Water, Virginia Water, Surrey GU25 4EZ

Christopher Thomas James Chessun, 247 Kenton Road, Kenton, Mddx HA3 0HQ

Gavin Kirk, 61 St Thomas Street, Portsmouth, PO1 2EZ

Shirley Ann Clayton, Queenswood School, Shepherd's Way, Brookmans Park, Hatfield, Herts AL9 6NS

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

**ARTICLES OF ASSOCIATION OF
St MELLITUS COLLEGE TRUST (No 04546328)**

1. MEMBERSHIP

- 1.1 There shall be three Members of the Charity as follows:-

The Bishop of London

The Bishop of Chelmsford

St Paul's Theological Centre (Company No. 05543940)

- 1.2 If the See of London or the See of Chelmsford shall cease to exist the reference to the Bishop of London and the Bishop of Chelmsford respectively shall be deemed to mean the Bishop of the Diocese in which St Paul's Cathedral and Chelmsford Cathedral respectively shall be situated.
- 1.3 If St Paul's Theological Centre shall cease to exist the reference to St Paul's Theological Centre shall be deemed to mean the Incumbent of the Ecclesiastical Parish of Holy Trinity with Saint Paul Onslow Square and Saint Augustine South Kensington.
- 1.4 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 two
- 2.3 A Member elected by those present presides at a general meeting
- 2.4 Except in the case of matters in Article 5 and where otherwise provided by the Act every issue is decided by a majority of the votes cast by members

- 2.5 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
- 2.6 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
- 2.7 At an AGM the Members entitled to vote:
- 2.7.1 receive the accounts of the Charity for the previous financial year
 - 2.7.2 receive the Trustees' report on the Charity's activities since the previous AGM
 - 2.7.3 agree the appointment of trustees (as per Article 3.2.9)
 - 2.7.4 appoint auditors for the Charity
 - 2.7.5 may appoint any individual (with his or her consent) as President of the Charity
 - 2.7.6 may confer on any individual (with his or her consent) the honorary title of Patron or Vice-President of the Charity
- and
- 2.7.7 discuss and determine any issues of policy or deal with any other business put before them
- 2.8 Any general meeting which is not an AGM is an EGM
- 2.9 An EGM may be called at any time by the Members and must be called within 28 days of a written request from at least two Members

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 three and not more than thirteen individuals and are provided as follows:-
- 3.2.1 The Bishop of London *ex officio*
 - 3.2.2 The Bishop of Chelmsford *ex officio*

- 3.2.3 One individual appointed by St Paul's Theological Centre from amongst the trustees of that company
 - 3.2.4 One individual appointed by the Bishop of Chelmsford
 - 3.2.5 One individual appointed by the Bishop of London
 - 3.2.6 One individual appointed by St Paul's Theological Centre
 - 3.2.7 One individual appointed by the General Synod of the Church of England
 - 3.2.8 The President for the time being of the College if one is appointed under Article 2.7.5
 - 3.2.9 No more than five further Trustees appointed jointly and unanimously by the Members
- 3.3 In appointing the Trustees referred to in article 3.2 the Members shall have due regard to the following factors:-
- The skills required for the proper oversight of the College's operations
 - The rich diversity of the Church of England and the country that the College serves
 - Embodiment of and commitment to '*Generous Orthodoxy*'
 - The views of the other members
 - Appropriate connections with the areas in which the College's campuses are located
 - The definition of a "fit and proper person" set out in guidance from the Office for Students (or other relevant regulator)
- 3.4 One-third of the Trustees (other than those holding office *ex officio*) shall retire from office at each annual general meeting 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 normally be eligible for reappointment on two occasions only (making a maximum of three terms).
- 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 2011 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 the Trustees determine in a meeting that such a Trustee's term of office shall be determined

3.6.4 resigns by written notice to the Trustees (but only if at least two Trustees will remain in office)

or

3.6.5 is removed by resolution 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 Articles 3.6.3 and 3.6.5 do not apply to the Trustees appointed pursuant to articles 3.2.1, 3.2.2 and 3.2.3

3.8 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 Members after consultation with the Dean, shall unanimously determine the Chair (or Chairing arrangements) of the Board of Trustees, and may appoint a Vice Chair from amongst the Trustees to deputise or act in the absence of the Chair

4.5 The Chair, Vice Chair or (if these are unable or unwilling to do so) some other Trustee chosen by the Trustees present presides at each meeting

4.6 Subject to article 4.9 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 Chair 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

- 4.9 Any vote where all three Trustees in office by virtue of articles 3.2.1, 3.2.2 and 3.2.3 vote against shall be deemed not to have achieved a simple majority.
- 4.10 The Trustees shall have regard to the requirements of the Office for Students (or other relevant regulator) that:
- a) academic staff engaged by the Charity have freedom within the law, and the Articles, to question and test received wisdom, and to put forward new ideas and controversial and unpopular opinions, without placing themselves in jeopardy or losing their jobs or any privileges they may have at any educational institution operated by the Charity.
 - b) the Charity and the Trustees operate openly, honestly, accountably and with integrity and demonstrates the values appropriate to be recognised as an English higher education provider.

5. MATTERS REQUIRING UNANIMOUS APPROVAL OF THE MEMBERS IN GENERAL MEETING

- 5.1 The following matters require the unanimous approval of the Members in General Meeting –
- 5.1.1 The appointment or removal of any individual as Patron, President or Vice-President of the Charity (as per Article 2.7.5 and 2.7.6)
 - 5.1.2 The appointment or removal of the Dean
 - 5.1.3 Any change to the Memorandum and Articles

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 Members on the appointment of the Dean by the Members

7. RECORDS & ACCOUNTS

- 7.1 The Trustees must comply with the requirements of the Act and of the Charities Act 2011 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

- 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
- 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 being handed to the member (or in the case of a member organisation its authorised representative) personally or if earlier
 - 8.3.5 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

"Bishop" means the diocesan bishop of the relevant diocese or such person authorised to discharge the functions of that bishop pursuant to sections 13 and 14 of the Dioceses Pastoral and Mission Measure 2011

"Chair" means the chair of the Trustees as determined in Article 4.4

"the Charity" means the company governed by these Articles

"charity trustee" has the meaning prescribed by section 177 of the Charities Act 2011

"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

"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

"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 Objects" means the objects of the Charity as defined in clause 3 of the Memorandum

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