



THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY GUARANTEE
ARTICLES OF ASSOCIATION
OF
THE SOCIETY OF ST STEPHEN'S HOUSE

Company number: 11199178
Charity Number: 1177459

Amended by Special Resolution passed on 13 November 2018

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THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY GUARANTEE
ARTICLES OF ASSOCIATION
OF
THE SOCIETY OF ST STEPHEN'S HOUSE
Amended by Special Resolution passed on 18 June 2018

1 Interpretation

1.1 In these Articles, unless the context otherwise requires:

Academic Staff: means the tutors, lecturers and other members of the teaching staff employed by the Society on a permanent basis;

Academic Year: means the period of 12 months commencing on the 1 September in each calendar year;

Act: means the Companies Act 2006;

Appointed Trustee: means an individual appointed by the House Council as a Trustee in accordance with article 13.5;

Articles: means the Society's articles of association for the time being in force;

Business Day: means any day (other than a Saturday, Sunday or public holiday in the United Kingdom) on which clearing banks in the City of London are generally open for business;

Chair: means the individual appointed to act as the chair of the House Council in accordance with article 19.1(a);

Charities Act: means the Charities Act 2011;

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

Circulation Date: in relation to a written resolution, has the meaning given to it in the Act;

Clear Days: in relation to a period of notice means a period of days not including the day on which notice was given or deemed to be given and the day for which it is given or on which it is to take effect;

College Secretary: means the individual employed by the Society from time to time to act as the Society's secretary;

Connected Person: means any person falling within one of the following categories:

- (a) any spouse, civil partner, parent, child, brother, sister, grandparent or grandchild of a Trustee; or
- (b) the spouse or civil partner of any person in (a); or
- (c) any person who carries on business in partnership with a Trustee or with any person in (a) or (b); or
- (d) an institution which is controlled by either a Trustee, any person in (a), (b) or (c), or a Trustee and any person in (a), (b) or (c), taken together;
- (e) a corporate body in which a Trustee or any person in (a), (b) or (c) has a substantial interest, or two or more such persons, taken together, have a substantial interest.

Sections 350 to 352 of the Charities Act apply for the purposes of interpreting the terms used in this Article;

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

electronic form and electronic means: have the meaning given to such terms in section 1168 of the Act;

First Meeting: means the first meeting of the House Council that takes place in any Academic Year;

Financial Expert: means a person who is reasonably believed by the House Council to be qualified to give advice on investments by reason of his ability in and practical experience of financial and other matters relating to investments;

General Synod: means the General Synod of the Church of England;

House Council: means the Trustees of the Society;

Last Meeting: means the last meeting of the House Council that takes place in any Academic Year;

Life Appointed Trustee: means an individual appointed by the House Council as a Trustee in accordance with article 13.4;

Member: means a person who is a subscriber to the Memorandum or who is admitted to membership in accordance with the Articles;

Model Articles: means the model articles for private companies limited by guarantee contained in Schedule 2 to the Companies (Model Articles) Regulations 2008 (*SI 2008/3229*);

Objects: means the objects of the Society as stated in article 2;

Principal: means the person appointed by the House Council to be employed by the Society from time to time in the position of Principal of the Society;

Society: means The Society of St. Stephen's House, which is a charitable company regulated by the Articles;

Special Resolution: has the meaning given in section 283 of the Act;

Student Common Room: means the individuals enrolled as students of the Society;

Trustee: means a director of the Society. The Trustees are charity trustees as defined in the Charities Act;

United Kingdom: means Great Britain and Northern Ireland; and

Vice-Chair: means the individual appointed to act as the chair of the House Council in accordance with article 19.1(b);

writing: means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

- 1.2 Unless the context otherwise requires, words and expressions which have particular meanings in the Act shall have the same meanings in these Articles.
- 1.3 Headings in these Articles are used for convenience only and shall not affect the construction or interpretation of these Articles.
- 1.4 A reference in these Articles to an **article** is a reference to the relevant article of these Articles unless expressly provided otherwise.
- 1.5 Unless expressly provided otherwise, a reference to a statute, statutory provision or subordinate legislation is a reference to it as it is in force from time to time, taking account of:
 - (a) any subordinate legislation from time to time made under it; and
 - (b) any amendment or re-enactment and includes any statute, statutory provision or subordinate legislation which it amends or re-enacts.
- 1.6 Any phrase introduced by the terms **including, include, in particular** or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms.
- 1.7 The Model Articles shall not apply to the Society.

2 Objects

The Society's objects are furthering the education and training of Graduates of the Universities of Oxford and Cambridge and others preparing for Mission Work abroad or for other Ministerial work in the Church of England or the Churches in communion with the Church of England and for such other purposes as may tend to aid or further these general objects (**Objects**).

3 Powers

In pursuance of the Objects, but not further or otherwise, the Society has the power to:

- (a) to take over either directly or as trustee the property, rights, privileges and undertaking, and to discharge the liabilities, of the charitable trust known as "The Society of St. Stephen's House" (registered charity number 309693) and to give such indemnities in connection with the same as may properly and reasonably be required;
- (b) accept (or disclaim) any gift of money, legacy or other property;
- (c) raise funds by way of subscription, donation or otherwise;
- (d) trade in the course of carrying out the Objects and carry out any other trade which is not expected to give rise to taxable profits;
- (e) establish or purchase companies to carry on any trade;
- (f) sell, lease or otherwise dispose of all or any part of the Society's real or personal property and any and all rights of the Society, subject to such consents as may be required by law;
- (g) borrow or raise money and to give security for money borrowed or grants or other obligations by mortgage, charge, lien or other security on the Society's property and assets, subject to such consents as may be required by law;
- (h) lend and give credit to, take security for such loans or credit and enter into guarantees or give security for the performance of contracts by any person or company;
- (i) buy, lease, hire or otherwise acquire and deal with any real or personal property and any rights or privileges of any kind over or in respect of any real or personal property and maintain, alter, improve, manage, develop, construct, repair or equip it for use;
- (j) set aside funds for particular purposes or as reserves against future expenditure;
- (k) deposit or invest funds with all the powers of a beneficial owner, but to invest only after obtaining advice from a Financial Expert, having regard to the suitability of investments and the need for diversification;
- (l) delegate the management of investments to a Financial Expert, but only on terms that:
 - (i) the Society's investment policy is set down in writing by the House Council for the Financial Expert;
 - (ii) all transactions are reported promptly and regularly to the House Council;
 - (iii) investment performance is reviewed regularly with the House Council;
 - (iv) the delegation arrangement may be cancelled by the House Council at any time;

- (v) a review of the investment policy and the delegation arrangement shall be carried out at least annually;
- (vi) all payments due to the Financial Expert fall within a scale or a level which is agreed in advance and are notified promptly to the House Council on receipt;
- (vii) the Financial Expert must not do anything outside the powers of the Society;
- (m) arrange for the investments or other property of the Society to be held in the name of a nominee (meaning a corporate body registered or having an established place of business in the United Kingdom) which is either under the control of the House Council or of a Financial Expert acting on their instructions, and to pay any reasonable fee required;
- (n) co-operate with other bodies and to exchange information and advice with them;
- (o) establish or support or aid in the establishment and support of any organisation formed for objects similar to any or all of the Objects;
- (p) enter into partnership or other arrangement with any other body with objects similar to any or all of the Objects;
- (q) acquire, amalgamate or merge with, or undertake all or any of the property, liabilities and engagements of any body with objects similar to any or all of the Objects;
- (r) enter into contracts to provide services to or on behalf of other bodies;
- (s) provide or procure the provision of advice;
- (t) publish and distribute books, pamphlets, reports, leaflets, journals, films, tapes, instructional matter and any other form of information in or on any media;
- (u) promote, undertake and commission research, surveys, studies or other work and to disseminate the useful results;
- (v) subject to article 4.2:
 - (i) employ, remunerate and provide accommodation for any person or persons as necessary for the proper pursuit of the Objects; and
 - (ii) make reasonable provision for the payment of pensions and other retirement benefits for employees, their spouses and their dependents;
- (w) take out such insurance policies as are necessary to protect the Society;
- (x) provide indemnity insurance for the House Council or any other officer of the Society in accordance with and subject to the conditions in section 189 of the Charities Act;
- (y) open and operate bank accounts and other facilities for banking and draw, accept, endorse, issue or execute promissory notes, bills of exchange, cheques and other instruments;

- (z) organise and assist in the provision of conferences, courses of instruction, exhibitions, lectures and other educational activities;
- (aa) provide and assist in the provision of money, materials or other aid;
- (bb) act as trustee and to undertake and execute charitable trusts;
- (cc) amalgamate or merge with or acquire or undertake all or any of the property, liabilities and engagements of any body having objects similar to the Objects;
- (dd) exercise any rights of patronage from time to time vested in the Society;
- (ee) pay out of the funds of the Society the costs incurred in connection with the formation and registration of the Society as a company and as a charity; and
- (ff) do anything lawful which is calculated to further the Objects or is conducive or incidental to doing so.

4 Application of income and property

- 4.1 The income and property of the Society shall only be applied to promote the Objects.
- 4.2 Except as provided below, no part of the income or property of the Society may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any Member of the Society. This shall not prevent any payment in good faith by the Society of:
 - (a) a benefit to any Member in the capacity of a beneficiary of the Society;
 - (b) reasonable and proper remuneration to any Member for any goods or services supplied to the Society, provided that article 5 applies if such a Member is a Trustee;
 - (c) interest on money lent by a Member to the Society at a reasonable and proper rate;
 - (d) reasonable and proper rent for premises demised or let by a Member to the Society; and
 - (e) any payment to a Member who is also a Trustee which is permitted under article 5.

5 Benefits and payments to Trustees and Connected Persons

- 5.1 A Trustee:
 - (a) is entitled to be reimbursed reasonable out-of-pocket expenses properly incurred when acting on behalf of the Society;
 - (b) may benefit from trustee indemnity insurance purchased by the Society in accordance with section 189 of the Charities Act;
 - (c) may receive payment under an indemnity from the Society in the circumstances set out in article 33;

- (d) may not receive any other benefit or payment from the Society unless it is authorised by this article 5.

5.2 Unless the benefit or payment is permitted under article 5.3, no Trustee (including a Member who is also a Trustee) or Connected Person may:

- (a) buy any goods or services from the Society on terms preferential to those applicable to members of the public;
- (b) sell goods, services, or any interest in land to the Society;
- (c) be employed by, or receive any remuneration from the Society; or
- (d) receive any other financial benefit from the Society.

5.3 A Trustee or a Connected Person may:

- (a) if they are the Principal, the Vice-Principal or another member of the Academic Staff, be paid reasonable and proper remuneration and provided with accommodation by the Society for services performed for the Society under a contract of employment with the Society provided that:
 - (i) such a contract of employment excludes the services performed by such individuals as a Trustee of the Society; and
 - (ii) they do not take part in any meeting or decision of the House Council to discuss and determine their individual terms of employment.
- (b) receive a benefit from the Society in the capacity of a beneficiary of the Society;
- (c) enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the Society where that is permitted in accordance with, and subject to the conditions in, sections 185 and 186 of the Charities Act;
- (d) subject to article 5.4, enter into a contract for the supply of goods to the Society that are not supplied in connection with services provided to the Society by the Trustee or Connected Person;
- (e) receive reasonable and proper rent for premises let to the Society;
- (f) receive interest at a reasonable and proper rate on money lent to the Society;
- (g) take part in the normal trading and fund-raising activities of the Society on the same terms as members of the public; and
- (h) receive or retain any payment for which prior written authorisation has been obtained from the Charity Commission.

5.4 The Society and its Trustees may only rely on the authority provided by article 5.3(d) if each of the following conditions is satisfied:

- (a) the amount or maximum amount of the payment for the goods:
 - (i) is set out in an agreement in writing between the Society and the Trustee or Connected Person supplying the goods (the **Supplier**) under which the Supplier is to supply the goods in question to the Society;
 - (ii) does not exceed what is reasonable in the circumstances for the supply of the goods in question;
- (b) the other Trustees are satisfied that it is in the best interests of the Society to contract with the Supplier rather than someone who is not a Trustee or Connected Person. In reaching that decision, which must be recorded in the minutes of the meeting, the Trustees must balance the advantages of contracting with a Trustee against the disadvantages of doing so;
- (c) the Supplier:
 - (i) is absent from the part of the meeting at which there is discussion of the proposal to enter into a contract or arrangement with regard to the supply of goods to the Society by them;
 - (ii) does not vote on any such matter and is not counted when calculating whether a quorum of Trustees is present at the meeting; and
- (d) a majority of the Trustees then in office are not in receipt of remuneration or payments authorised by article 5.

5.5 In article 5.3 and article 5.4, the "Society" includes any company in which the Society:

- (a) holds more than 50% of the shares; or
- (b) controls more than 50 % of the voting rights attached to the shares; or
- (c) has the right to appoint one or more Trustees to the company.

5.6 A Trustee's duty under the Act to avoid a conflict of interest with the Society does not apply to any transaction authorised by this article 5.

6 Winding up

6.1 On the winding up or dissolution of the Society, after provision has been made for all its debts and liabilities, any assets or property that remain (the **Society's remaining assets**) shall not be paid or distributed to the Members but shall be applied or transferred for charitable purposes that are in connection with the Church of England.

6.2 The decision on who is to benefit from the Society's remaining assets and the shares and proportions in which they are to benefit, pursuant to article 6.1, may be made by resolution of the Members at or before the time of winding up or dissolution and, subject to any such resolution of the Members, may be made by resolution of the Trustees at or before the time of winding up or dissolution.

- 6.3 In the event that no resolution is passed by the Members or by the Trustees in accordance with this Article, the Society's remaining assets shall be applied for charitable purposes as directed by the court or the Charity Commission.

7 Liability of members

The liability of each Member is limited to £1, being the amount that each Member undertakes to contribute to the assets of the Society in the event of its being wound up while he is a Member or within one year after he ceases to be a Member, for:

- (a) payment of the Society's debts and liabilities contracted before he ceases to be a Member,
- (b) payment of the costs, charges and expenses of the winding up, and
- (c) adjustment of the rights of the contributories among themselves.

8 Members

- 8.1 The Trustees from time to time shall be the only Members and a Trustee shall automatically become a Member on becoming a Trustee.
- 8.2 A Member shall automatically cease to be a Member if he or she ceases to be a Trustee.
- 8.3 Membership is not transferable and shall cease upon death.
- 8.4 The Society shall maintain a register of Members and any person ceasing to be a Member shall be removed from the Register.

9 General meetings of members

- 9.1 The Trustees may call a general meeting of the Members at any time and such a meeting shall be held in accordance with the Act.
- 9.2 General meetings shall be called on notice in accordance with the Act and proceedings at a general meeting shall not be invalidated because a person entitled to receive notice of the meeting did not receive it due to an accidental omission by the Society.
- 9.3 No business shall be transacted at any general meeting unless a quorum is present. A quorum is one-third of the Members who are present in person or by proxy or through their duly authorised representatives and who are entitled to vote on the business to be conducted at the meeting.
- 9.4 A Member is entitled to appoint another person as his proxy, in accordance with the Act, to exercise all or any of his rights to attend and to speak and vote at a meeting of the Society.
- 9.5 The Chair shall chair general meetings of the Society or, if they are absent, the Vice-Chair shall act as chair. If neither the Chair nor the Vice-Chair is present within 15 minutes of the time appointed for the meeting, a Trustee elected by the Trustees present shall chair the meeting.

- 9.6 A vote on a resolution proposed 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.
- 9.7 On a show of hands or on a poll, every Member shall have one vote.
- 9.8 Any objection to the qualification of any voter must be raised at the meeting or adjourned meeting at which the vote objected to is tendered and every vote not disallowed at the meeting shall be valid. Any such objection must be referred to the chair of the meeting whose decision is final.
- 9.9 Unless a poll is demanded, the declaration of the chair of the result of the vote and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact and the number or proportion of votes cast in favour or against need not be recorded.

10 Written resolutions

- 10.1 Subject to article 10.4, a written resolution of the Members passed in accordance with this article 10 shall have effect as if passed by the Members in a general meeting. A written resolution is passed:
- (a) as an ordinary resolution if it is passed by a simple majority of the eligible Members; or
 - (b) as a Special Resolution if it is passed by Members representing not less than 75% of the eligible Members. A written resolution is not a Special Resolution unless it states that it was proposed as a Special Resolution.
- 10.2 Where a resolution is proposed as a written resolution of the Society, the eligible Members are the Members who would have been entitled to vote on the resolution on the Circulation Date of the resolution.
- 10.3 Any resolution of the Members for which the Act does not specify whether it is to be passed as an ordinary resolution or as a Special Resolution, shall be passed as an ordinary resolution.
- 10.4 A Members' resolution under the Act removing a Trustee or an auditor before the expiration of his term of office may not be passed as a written resolution.
- 10.5 A copy of the written resolution must be sent to every Member together with a statement informing the Member how to signify their agreement to the resolution and the date by which the resolution must be passed if it is not to lapse.
- 10.6 A Member signifies their agreement to a proposed written resolution when the Society receives from them (or from someone acting on their behalf) an authenticated document identifying the resolution to which it relates and indicating the Member's agreement to the resolution. A Member's agreement to a proposed written resolution, once signified, cannot be revoked. For these purposes:
- (a) if the document is sent to the Society in hard copy form, it is authenticated if it bears the signature of the person sending it;
 - (b) if the document is sent to the Society in electronic form, it is authenticated if the identity of the sender is confirmed in a manner specified by the Society or, where no such manner

has been specified by the Society, if it is accompanied by a statement of the identity of the sender and the Society has no reason to doubt the truth of that statement.

- 10.7 A written resolution is passed when the required majority of eligible Members have signified their agreement to it.
- 10.8 A proposed written resolution shall lapse if it is not passed within 28 days beginning with the Circulation Date.
- 10.9 Communications in relation to written resolutions shall be sent to the Society's auditors in accordance with the Act.
- 10.10 The Members may require the Society to circulate a resolution that may properly be moved and is proposed to be moved as a written resolution in accordance with sections 292 and 293 of the Act.

11 Trustees

- 11.1 No one may be appointed or nominated as a Trustee:
- (a) if he or she is under the age of 18 years;
 - (b) if he or she would automatically cease to hold office under the provisions of article 14; or
 - (c) if he or she is not a communicant member of the Church of England or a church that is in communion with the Church of England unless the House Council resolve to waive this criteria in respect of any individual appointment or nomination.
- 11.2 Unless otherwise determined by the House Council, there should be:
- (a) not more than 1 ex-officio Trustee in accordance with article 13.1;
 - (b) not more than 2 nominated Trustees in accordance with articles 13.2 and 13.3;
 - (c) not more than 3 Life Appointed Trustees in accordance with article 13.4; and
 - (d) not less than 3 and not more than 6 Appointed Trustees in accordance with article 13.5.

12 Powers of the House Council

- 12.1 Subject to the provisions of the Act, the Articles and any Special Resolution, the House Council shall be responsible for the management of the Society's business and may exercise all the powers of the Society for that purpose.
- 12.2 No alteration of the Articles or any Special Resolution shall invalidate any prior act of the House Council.
- 12.3 A meeting of the House Council at which a quorum is present may exercise all the powers exercisable by the House Council.

13 Appointment and retirement of the members of the House Council

13.1 The Principal

- (a) The Principal for the time being shall, automatically, ex-officio be a Trustee for as long as he or she holds that office.
- (b) If unwilling to act as a Trustee, the Principal may:
 - (i) before accepting appointment as a Trustee, give notice in writing to the House Council of his or her unwillingness to act in that capacity; or
 - (ii) after accepting appointment as a Trustee, resign under the provisions contained in article 14(h).

The office of ex-officio Trustee will then remain vacant until the Principal cease to hold office.

- (c) The first individual to hold the office of Trustee ex-officio as the Principal shall be Canon Robin Ward.

13.2 Trustee nominated by the Academic Staff

- (a) The Academic Staff may appoint 1 Trustee.
- (b) The appointment must be made at a meeting of the Academic Staff held during October in each calendar year according to the ordinary practice of the Academic Staff (the **October Academic Staff Meeting**).
- (c) Subject to sub-article (d) and article 14, the appointment shall expire on the earlier of:
 - (i) the end of October Academic Staff Meeting; or the
 - (ii) the 31 October;that occurs in the next calendar year after the calendar year in which they are appointed, but the individual shall be eligible for reappointment.
- (d) The appointment shall cease if the person appointed ceases to be a member of the Academic Staff.
- (e) The appointment will be effective from the later of:
 - (i) the date of the vacancy; or
 - (ii) the date on which the Society is informed of the appointment.
- (f) The person appointed must be a member of the Academic Staff and may be the Vice-Principal.

- (g) The first individual deemed to have been appointed by the Academic Staff shall be Dr Mark Philpott who shall serve until the end of the next October Academic Staff Meeting that takes place after the incorporation of the Society.

13.3 Trustee nominated by the Student Common Room

- (a) The Student Common Room may appoint 1 Trustee.
- (b) The appointment must be made at a meeting of the Student Common Room held during March in each calendar year according to the ordinary practice of the Student Common Room (the **March Student Common Room Meeting**).
- (c) Subject to sub-article (d) and article 14, the appointment shall expire on the earlier of:
 - (i) the end of the March Student Common Room Meeting; or
 - (ii) the 31 March;that occurs in the next calendar year after the calendar year in which they are appointed, but the individual shall be eligible for reappointment.
- (d) The appointment shall cease if the person appointed ceases to be a member of the Student Common Room.
- (e) The appointment will be effective from the later of:
 - (i) the date of the vacancy; or
 - (ii) the date on which the Society is informed of the appointment.
- (f) The person appointed must be a member of the Student Common Room and may be the President of the Student Common Room.
- (g) The first individual to be appointed by the Student Common Room shall be appointed at the first March Student Common Room Meeting that takes place after the incorporation of the Society.

13.4 Life Appointed Trustees

- (a) Any person who is will to act as a Trustee, and who is permitted by law to do so, may be appointed to be a Trustee for life by resolution of the House Council (**Life Appointed Trustee**) to be taken either:
 - (i) at the First Meeting; or
 - (ii) at any meeting of the House Council if there is a vacancy to be filled caused by the retirement or resignation of an existing Life Appointed Trustee.
- (b) The appointment of a Life Appointed Trustee must not cause the maximum number set out in article 11.2(c) to be exceeded.

- (c) The first Life Appointed Trustees shall be:
 - (i) The Right Reverend Dr Martin Warner;
 - (ii) The Right Reverend Jonathan Baker; and
 - (iii) Mr John Booth.
- (d) A Life Appointed Trustee who resigns or is removed is eligible to be reappointed as either a Life Appointed Trustee or as an Appointed Trustee.

13.5 Appointed Trustees

- (a) Any person who is willing to act as a Trustee, and who is permitted by law to do so, may be appointed to be a Trustee by resolution of the House Council (**Appointed Trustee**) to be taken either:
 - (i) at the First Meeting; or
 - (ii) at any meeting of the House Council if there is a vacancy to be filled caused by the retirement or resignation of an existing Appointed Trustee.
- (b) The appointment of an Appointed Trustee must not cause the maximum number set out in article 11.2(d) to be exceeded.
- (c) The first Appointed Trustees shall be and shall hold office for the following terms, at the end of which each shall retire:
 - (i) The Reverend Prebendary David Houlding until the end of the fifth Last Meeting that takes place after the incorporation of the Society;
 - (ii) The Reverend Charles Card-Reynolds until the end of the fifth Last Meeting that takes place after the incorporation of the Society;
 - (iii) Mr Gregory Jones QC until the end of the third Last Meeting that takes place after the incorporation of the Society;
 - (iv) The Reverend Tim Pike until the end of the third Last Meeting that takes place after the incorporation of the Society;
 - (v) Dr Lindsay Newcome until the end of the second Last Meeting that takes place after the incorporation of the Society; and
 - (vi) Canon Paul Armstead until the end of the second Last Meeting that takes place after the incorporation of the Society.
- (d) Any other Appointed Trustee shall be appointed for a term which, subject to sub-article (e) and article 14, shall expire at the end of the fifth Last Meeting that takes place after their appointment, but the individual shall be eligible for reappointment.

- (e) Subject to sub-article (f), an Appointed Trustee shall be eligible for reappointment by the House Council for a second consecutive term (expiring at the end of the fifth Last Meeting that takes place after their reappointment) but may not be reappointed for a third consecutive term but may be reappointed after an interval of at least 1 year.
- (f) No Appointed Trustee shall serve for more than 10 consecutive years, unless the House Council consider it would be in the best interests of the Society for a particular Trustee to continue to serve beyond that period and that Trustee is reappointed in accordance with the Articles

13.6 House Council

- (a) A Trustee may not appoint an alternate Trustee or anyone to act on their behalf at meetings of the House Council.
- (b) Every Trustee must sign a declaration of willingness to act as a Trustee of the Society and to observe the provisions of the Articles before he or she is eligible to act as a Trustee and/or vote at any meetings of the House Council.

14 **Disqualification and removal of Trustees**

A Trustee shall cease to hold office if they:

- (a) come to the end of their term of office as set out in articles 13.1(a), 13.2(c), 13.3(c), 13.5(c) or 13.5(d) as appropriate;
- (b) are removed by ordinary resolution of the Society pursuant to the Act;
- (c) cease to be a Trustee by virtue of any provision in the Act or are prohibited by law from being a Trustee;
- (d) are disqualified from acting as a charity trustee by virtue of the Charities Act;
- (e) cease to be a Member of the Society;
- (f) have a bankruptcy order made against them or a composition is made with their creditors generally in satisfaction of their debts;
- (g) in the written opinion of a registered medical practitioner who is treating the Trustee, have become physically or mentally incapable of acting as a Trustee and may remain so for more than three months;
- (h) resign by written notice to the Society, provided that at least 3 Trustees will remain in office once the resignation takes effect; or
- (i) are absent from three consecutive meetings of the House Council, without the permission of the House Council, and the House Council resolve that their office be vacated.

15 Proceedings of the House Council

- 15.1 Subject to the provisions of the Articles, the House Council may regulate their proceedings as they think fit.
- 15.2 The House Council shall meet at least three times a year.
- 15.3 Acts done by a meeting of the House Council or of a committee or by a person acting as a Trustee shall not be invalidated by the subsequent realisation that:
- (a) the appointment of any such Trustee or person acting as a Trustee was defective; or
 - (b) any or all of them were disqualified; or
 - (c) any or all of them were not entitled to vote on the matter.

16 Calling a meeting of the House Council

- 16.1 The Chair may call a meeting of the House Council by giving notice of the meeting to the House Council or by authorising the College Secretary to give such notice.
- 16.2 Notice of a meeting of the House Council must be given to each Trustee, but need not be in writing. The notice must specify:
- (a) the time, date and place of the meeting;
 - (b) the general particulars of the business to be considered at the meeting; and
 - (c) if it is anticipated that the Trustees participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.

17 Participation in meetings of the House Council

- 17.1 Any Trustee may participate in a meeting of the House Council in person or by means of video conference, telephone or any suitable electronic means agreed by the House Council and by which all those participating in the meeting are able to communicate with all other participants.
- 17.2 If all the Trustees participating in the meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.
- 17.3 In addition the Trustees, the following may attend a meeting of the House Council:
- (a) the Vice-Principal, or if the Vice-Principal is appointed as a Trustee under article 13.2 another member of the Academic Staff appointed by the Academic Staff in his or her place, shall be entitled to attend and speak at the meetings of the House Council but shall not have any right to vote. Such individual shall be appointed annually by the Academic Staff at a meeting of the Academic Staff to be held in October each year;

- (b) the President of the Common Room, or if the President of the Commons Room is appointed as a Trustee under article 13.3 another member of the Student Common Room appointed by the Student Common Room in his or her place, shall be entitled to attend and speak at the meetings of the House Council but shall not have any right to vote. Such individual shall be appointed annually by the Student Common Room at the March Student Common Room Meeting. The first individual to be appointed by the Student Common Room shall be appointed at the first March Student Room Meeting that takes place after the incorporation of the Society;
- (c) the Bursar shall be entitled to attend and speak at meetings of the House Council but shall not have any right to vote;
- (d) the College Secretary shall be entitled to attend meetings of the House Council for the purpose of taking the minutes, unless other provision is made by the House Council; and
- (e) a representative of the General Synod who shall be appointed periodically by the Appointments Committee of the General Synod and:
 - (i) the appointment shall expire at the end of the General Synod during which the appointment was made, but the individual shall be eligible for reappointment;
 - (ii) the appointment will be effective from the later of the date of the vacancy or the date on which the Society is informed of the appointment;
 - (iii) the person appointed need not be a member of the General Synod; and
 - (iv) the first individual deemed to have been appointed by the General Synod shall be the Venerable Luke Miller who shall serve until the end of the General Synod that is in place at the date of the incorporation of the Society.

18 Quorum for meetings of the House Council

- 18.1 The quorum for meetings of the House Council may be fixed from time to time by a decision of the House Council, provided it shall not be less than four and, unless otherwise fixed, it is one third of the House Council.
- 18.2 At a meeting of the House Council, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- 18.3 If the total number of Trustees for the time being is less than the quorum required for decision-making by the House Council, the House Council shall not take any decision other than a decision to appoint further Trustees.

19 Chairing meetings of the House Council

- 19.1 The Trustees shall at each First Meeting appoint:
 - (a) one of their number (other than a Trustee who is a member of Academic Staff) to serve as chair of the House Council (**the Chair**) until the start of the next First Meeting, although that term may be renewed or extended; and

- (b) one of their number (other than a Trustee who is a member of Academic Staff) to serve as the vice-chair of the House Council (**the Vice-Chair**) until the start of the next First Meeting, although that term may be renewed or extend.

19.2 If at any meeting of the House Council neither the Chair nor Vice-Chair, if any, is participating in the meeting within ten minutes of the time at which it was to start, the participating Trustees must appoint one of themselves to chair the meeting.

20 Decision-making by Trustees

20.1 The general rule about decision-making by the House Council is that any decision of the House Council must be either a majority decision at a meeting or a decision taken in accordance with article 21.

20.2 Each Trustee has one vote on each matter to be decided, except for the chair of the meeting who, in the event of an equality of votes, shall have a second or casting vote (unless, in accordance with the Articles, the chair of the meeting is not to be counted as participating in the decision-making process for quorum or voting purposes).

21 Unanimous decisions by the House Council

21.1 A decision of the House Council is taken in accordance with this Article when all eligible Trustees indicate to each other by any means that they share a common view on a matter.

21.2 Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible Trustee or to which each eligible Trustee has otherwise indicated agreement in writing.

21.3 References in this article to eligible Trustees are to Trustees who would have been entitled to vote on the matter had it been proposed as a resolution at a Trustees' meeting.

21.4 A decision may not be taken in accordance with this article if the eligible Trustees would not have formed a quorum at such a meeting.

22 The Principal

22.1 The House Council may delegate the day to day management of the affairs of the Society to the Principal by such means, and to such an extent, in relation to such matters and on such terms and conditions (including the payment of salary) as they think fit, provided that:

- (a) the delegated power shall be to manage the Society by implementing the policy and strategy adopted by and within a budget approved by the House Council and (if applicable) to advise the House Council in relation to such policy, strategy and budget;
- (b) the House Council provide the Principal with a description of his or her role and the extent of his or her authority; and
- (c) the Principal must report regularly to the House Council on the activities undertaken in managing the Society and provide them regularly with management accounts which are sufficient to explain the financial position of the Society.

22.2 The Principal shall be responsible for the internal arrangements of the Society, the Academic Staff and the general discipline of the Student Common Room and the appointment and removal of domestic staff.

23 Delegation by the House Council

23.1 The House Council may delegate, on such terms of reference as they think fit, any of their powers or functions to any committee comprising two or more individuals at least one of which is a Trustee.

23.2 The House Council may delegate the implementation of their decisions or day-to-day management of the affairs of the Society (including the admission of residents students to the Society) to any person or committee.

23.3 The terms of reference of a committee may include conditions imposed by the House Council, including that:

(a) the relevant powers are to be exercised exclusively by the committee to whom the House Council delegate; and

(b) no expenditure or liability may be incurred on behalf of the Society except where approved by the House Council or in accordance with a budget previously agreed by the House Council.

23.4 Persons who are not Trustees may be appointed as members of a committee, subject to the approval of the House Council.

23.5 Every committee shall act in accordance with the terms of reference on which powers or functions are delegated to it and, subject to that, committees shall follow procedures which are based as far as they are applicable on those provisions of the Articles which govern the taking of decisions by Trustees.

23.6 The terms of any delegation to a committee shall be recorded in the minute book.

23.7 The House Council may authorise further delegation of the relevant powers, functions, implementation of decisions or day to day management by any person or committee to whom they are delegated.

23.8 The Trustees may revoke or alter a delegation.

23.9 All acts and proceedings of any committee shall be fully and promptly reported to the Trustees.

24 Conflicts of interests

24.1 A Trustee must declare the nature and extent of any interest, direct or indirect, which he has in a proposed transaction or arrangement with the Society or in any transaction or arrangement entered into by the Society which has not previously been declared.

24.2 A Trustee must absent themselves from any discussions of the House Council in which it is possible that a conflict will arise between their duty to act solely in the interests of the Society and any personal interest (including but not limited to any personal financial interest).

24.3 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;
- (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 Society to authorise the conflict of interests in the circumstances applying.

In this article 24.3 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.

25 The Company Secretary

25.1 The Bursar shall, if willing, act as the company secretary or such person as the House Council may from time to time appoint. From time to time the House Council may decide to remove such person and to appoint a replacement.

25.2 A company secretary who is also a Trustee may not be remunerated, otherwise than as permitted by these Articles.

26 Change of company name

The name of the Society may be changed by:

- (a) decision of the House Council; or
 - (b) a Special Resolution of the Members,
- or otherwise in accordance with the Act.

27 Minutes

The House Council shall cause the Society to keep the following records in writing and in permanent form:

- (a) minutes of proceedings at general meetings;
- (b) minutes of meetings of the House Council and of committees of the House Council, including the names of the Trustees present at each such meeting;

- (c) copies of resolutions of the Society and of the House Council, including those passed otherwise than at general meetings or at meetings of the House Council; and
- (d) particulars of appointments of officers made by the House Council.

28 Seal

28.1 The seal, if any, may only be used by the authority of the House Council or of a committee of the Trustees authorised by the House Council.

28.2 The House Council may determine by what means and in what form the seal is to be used.

28.3 Unless otherwise decided by the House Council, if the seal is affixed to a document, the document must also be signed by at least one authorised person in the presence of a witness who attests the signature.

28.4 For the purposes of this Article, an authorised person is:

- (a) any Trustee;
- (b) the company secretary (if any); or
- (c) any person authorised by the House Council for the purpose of signing documents to which the seal is applied.

29 Records and accounts

29.1 The House Council shall comply with the requirements of the Act and the Charities Act as to maintaining a Members' register, keeping financial records, the audit or examination of accounts and the preparation and transmission to the Registrar of Companies and the Charity Commission of:

- (a) annual reports;
- (b) annual returns; and
- (c) annual statements of account.

29.2 Accounting records relating to the Society must be made available for inspection by any Trustees at any reasonable time during normal office hours.

29.3 A copy of the Society's latest available statement of account shall be supplied on request to any Trustee or Member, or to any other person who makes a written request and pays the Society's reasonable costs of fulfilling the request, within two months of such request.

30 Communications

30.1 Subject to the Articles, anything sent or supplied by or to the Society under the Articles may be sent or supplied in any way in which the Act provides for documents or information which are authorised or required by any provision of the Act to be sent or supplied by or to the Society.

30.2 Subject to the Articles, any notice or document to be sent or supplied to a Trustee in connection with the taking of decisions by the House Council 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.

30.3 A Trustee may agree with the Society that notices or documents sent to that Trustee in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

31 Irregularities

The proceedings of any meeting or the taking of any poll or the passing of a written resolution or the making of any decision shall not be invalidated by reason of any accidental informality or irregularity (including by accidental omission to give or any non-receipt of notice) or want of qualification in any of the persons present or voting or by reason of any business being considered which is not specified in the notice.

32 Rules and bye-laws

Subject to these Articles, the House Council shall have power from time to time to make and revoke or alter any rules, bye-laws or regulations as to:

- (a) the number, offices and duties of the Academic Staff and other officers of the Society;
- (b) the amount and mode of payment of the salaries or other remuneration of the Principal, the Vice-Principal, the Academic Staff and officers;
- (c) the number of and fees to be paid by the students of the Society and by other persons attending classes and lectures; and
- (d) generally for the government and management of the Society so as such bye-laws and regulations be not contrary to or inconsistent with the Acts or these Articles.

33 Indemnity

33.1 Subject to article 33.2, but without prejudice to any indemnity to which they may otherwise be entitled:

- (a) every Trustee or former Trustee of the Society shall be indemnified out of the assets of the Society in relation to any liability they incur in that capacity; and
- (b) every other officer or former officer of the Society may be indemnified out of the assets of the Society in relation to any liability they incur in that capacity.

33.2 This article does not authorise any indemnity to the extent that such indemnity would be prohibited or rendered void by any provision of the Act or by any other provision of law and any such indemnity is limited accordingly.