

Company number: 11470540

Charity number: 1181801

PRIVATE LIMITED COMPANY

WRITTEN RESOLUTION

of

REGENTS PARK COLLEGE

(the "Company")

Written resolution of the Company pursuant to chapter 2 part 13 of the Companies Act 2006 proposed by the directors of the Company, proposed as a special resolution as detailed below:

SPECIAL RESOLUTION

IT IS RESOLVED to delete the Company's articles of association in their entirety and to replace them with the attached articles of association.

Circulation date: 10 July 2019

Registered office: Regent's Park College, Pusey Street, Oxford OX1 2LB



Agreement to written resolution

Please read the notes at the end of this document before indicating your agreement to the resolution.

We, the undersigned, being persons entitled to vote on the above resolution on the Circulation Date, irrevocably agree to such resolution:

Name of member:	Professor Sir Malcolm Evans
Signed:	<i>Malcolm Evans</i>
Date:	<i>10th July 2019</i>

NOTES

1. If you wish to agree to the resolution, please complete the Agreement section above and return the completed document to the Company:
 - 1.1 at its registered office by hand or by post, marked "For the attention of the Trustees"
 - 1.2 by hand to the Chair of the Trustees of the Company;
 - 1.3 by scanning and attaching a signed copy of the resolution to an email addressed to: fiona.floate@regents.ox.ac.uk.
2. Once you have signified your agreement to the resolution, you cannot revoke it. If you do not wish to agree to the resolutions, you do not have to do anything. Failure to respond will not be treated as agreement to the resolution.
3. If the Company has not received the necessary level of members' agreement to pass the resolution by the date falling 28 days from the Circulation Date, the resolution will lapse. The agreement of a member to a resolution is ineffective if signified after the expiry of that period.

Company number: 11470540
Charity number: 1181801

COMPANIES ACT 2006

A COMPANY LIMITED BY GUARANTEE

NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF
REGENT'S PARK COLLEGE

**(Incorporated on 18 July 2018 and amended by special resolutions on 13
August 2018 and 10 July 2019)**

Wrigleys Solicitors LLP
19 Cookridge Street
Leeds LS2 3AG
Tel: 0113 244 6100
Fax: 0113 244 6101

www.wrigleys.co.uk

Companies Act 2006

Company limited by guarantee and not having a share capital

**ARTICLES OF ASSOCIATION OF
REGENT'S PARK COLLEGE**

1. NAME

The name of the Charity is Regent's Park College, or such other name as the Trustees (by simple majority) or Members (by Special Resolution) may from time to time decide.

2. LIMITED LIABILITY

The liability of Members is limited to £1, being the amount that every Member undertakes to contribute to the assets of the Charity in the event of it being wound up while they are a Member or within one year they cease to be a Member.

3. OBJECTS

The Objects of the Charity are:

3.1 To advance education for the public benefit through the provision, maintenance and support of a Permanent Private Hall licensed by the University of Oxford or a College or Society within the University of Oxford or elsewhere, in which men and women may:

3.1.1 engage in study (including for degrees, diplomas and certificates of the University);

3.1.2 study theology and prepare for ordained Christian ministry, in particular amongst Baptist churches; and

3.1.3 engage in research.

The College, Permanent Private Hall or Society shall provide all its students with higher education in the context of a community which offers opportunities to grow in Christian faith and service, and to develop Christian thinking about academic subjects and vocations in society.

3.2 To advance Christian faith and education anywhere in the world by encouraging and supporting life-long Christian learning amongst members of Christian churches and in particular among members of Baptist churches.

4. POWERS

The Charity has power to do anything which is calculated to further its Objects or is conducive or incidental to doing so, including (but not limited to) the following powers:

- 4.1 to accept a licence as a Permanent Private Hall under Statute V of the University's Statutes;
- 4.2 to be in membership with the BUGB;
- 4.3 to offer courses of training approved by the BUGB for the purposes of accreditation, by which men and women may prepare for the ordained ministry among Baptists (for the avoidance of doubt, this course may be combined or integrated with courses for ordination offered by other denominations of the Christian church);
- 4.4 (subject to such restrictions and requirements as are or may be imposed by law) to act as a trustee (whether alone or with others) of the Unincorporated Charity and any other charity or charities having objects which are similar to those of the Charity;
- 4.5 to raise funds (but not by means of Taxable Trading);
- 4.6 to borrow money and give security for loans (but only in accordance with the restrictions imposed by the Charities Act);
- 4.7 to acquire or hire property of any kind and to maintain it and equip it for use;
- 4.8 to sell, lease or otherwise dispose of property of any kind (but only in accordance with the restrictions imposed by the Charities Act);
- 4.9 to make grants or loans of money and to give guarantees;
- 4.10 to promote or carry out research;
- 4.11 to provide advice;
- 4.12 to publish or distribute information;
- 4.13 to co-operate with other organisations;
- 4.14 to support, administer or set up other charities, including but not limited to making grants or gifts of money, assets or staff time, cancelling any liability owed to the charity and/or providing guarantees and loans, whether or not on commercial terms;
- 4.15 to set aside funds for special purposes or as reserves against future expenditure;

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- 4.16 to deposit or invest in funds in any manner (but to invest only after obtaining such advice from a Financial Expert as the Trustees consider necessary and having regard to the suitability of investments and the need for diversification);
 - 4.17 to delegate the management of investments to a Financial Expert, but only on terms that:
 - 4.17.1 the investment policy is set down in writing for the Financial Expert by the Trustees;
 - 4.17.2 every transaction is reported regularly to the Trustees;
 - 4.17.3 the performance of the investments is reviewed regularly with the Trustees;
 - 4.17.4 the Trustees are entitled to cancel the delegation arrangement at any time;
 - 4.17.5 the investment policy and the delegation arrangement are reviewed at least once a year;
 - 4.17.6 all payments due to the Financial Expert are on a scale or at a level which is agreed in advance and are reported regularly to the Trustees on receipt; and
 - 4.17.7 the Financial Expert must not do anything outside the powers of the Trustees;
 - 4.18 to arrange for investments or other property of the Charity to be held in the name of a Nominee Company acting under the control of the Trustees or of a Financial Expert acting under their instructions, and to pay any reasonable fee required;
 - 4.19 to deposit documents and physical assets with any company registered or having a place of business in England and Wales as Custodian, and to pay any reasonable fee required;
 - 4.20 to insure the property of the Charity against any foreseeable risk and take out other insurance policies to protect the Charity;
 - 4.21 to pay for Indemnity Insurance for the Trustees;
 - 4.22 subject to articles 11.2 and 13, to employ paid or unpaid agents, staff or advisers;
 - 4.23 to enter into contracts to provide services to or on behalf of other Bodies;
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- 4.24 to establish or acquire companies and/or other Bodies to assist, or act as agents for, the Charity;
- 4.25 to acquire, merge with or enter into any partnership or joint venture arrangement with any other Body;
- 4.26 to pay the costs of forming the Charity.

5. BAPTIST UNION OF GREAT BRITAIN

- 5.1 If the Charity wishes to withdraw from membership of the BUGB, this must first be approved by a Special Resolution of the Members.
- 5.2 If the Charity wishes to cease to offer a course of training approved by the BUGB for the purposes of accreditation by which men and women may prepare for the ordained ministry among Baptists, this must first be approved by a Special Resolution of the Members.
- 5.3 There are other provisions which relate to the BUGB at articles 4.2, 4.3, 6.2.4(a), 6.2.4(b) 8.5.2(a), 10.4.1 and 11.3.

6. MEMBERSHIP (THE COUNCIL)

- 6.1 The Members of the Charity (who may collectively be known as the Council) shall represent a wide range of interests and offer a variety of skills and knowledge helpful to the College in the development of its strategy.
- 6.2 The Members of the Charity shall be as follows:
 - 6.2.1 the Principal and all members of the Fellows' Meeting of the College (see article 12.2 for membership of the Fellows' Meeting) (ex officio);
 - 6.2.2 the Chairperson and the Treasurer (ex officio);
 - 6.2.3 three student members, representing between them three student groups within the College: undergraduates, graduates and ministerial students. Normally, these shall be the JCR President, the MCR President, and the Convenor of the Ministerial Association;
 - 6.2.4 the following representative Members, each appointed for a period not exceeding six years and eligible for re-appointment:
 - (a) one Regional Minister appointed by each of the following Regional Associations of the BUGB:

- (i) Southern Counties;
 - (ii) Central;
 - (iii) Heart of England;
 - (iv) East Midland;
 - (b) two Members appointed by the BUGB;
 - (c) two Members appointed by the Baptist Missionary Society;
 - (d) one Member appointed by the Southern Counties Regional Association;
 - (e) two Members appointed by the Particular Baptist Fund;
 - (f) three alumni of the College appointed by such mechanism as shall be decided by Council from time to time;
- 6.2.5 up to 24 Members, not less than eight of whom shall be Baptist members of churches which are in membership with a Baptist Union or Convention affiliated to the Baptist World Alliance, each elected in accordance with articles 6.3 and 6.4 for a period of six years and eligible for re-election;
- 6.2.6 up to three Members co-opted by the Members for a period of three years, renewable;
- 6.2.7 one Member at the end of their final year at College, to be appointed each year for a period of three years by the JCR;
- 6.2.8 any Trustees who are not Members in another capacity.
- 6.3 Nominations for Membership under article 6.2.5 may be made by any existing Member.
- 6.4 Membership elections shall be made in such manner as may be set out in the Standing Orders from time to time.
- 6.5 Membership is automatically terminated if the Member concerned:
- 6.5.1 gives written notice of resignation to the Charity;
 - 6.5.2 dies, or in the case of an organisation ceases to exist;
 - 6.5.3 is removed from Membership by resolution of the Trustees on the ground that in their reasonable opinion the Member's

continued Membership is harmful to the Charity. The Trustees may only pass such a resolution after notifying the Member in writing and considering the matter in the light of any written representations which the Member concerned puts forward within 14 clear days after receiving notice.

- 6.6 Membership is not transferable.
- 6.7 The Charity must maintain a register of Members.

7. GENERAL MEETINGS (COUNCIL MEETINGS)

Annual general meetings

- 7.1 The Charity must hold an AGM in every year (apart from the year to 31 August 2019). Not more than 15 months may elapse between successive AGMs.
- 7.2 At an AGM, the Members:
 - 7.2.1 receive the Charity's accounts for the previous financial year;
 - 7.2.2 receive the Trustees' report on the Charity's activities for the previous financial year;
 - 7.2.3 accept the retirement of Trustees and elect Trustees to fill any vacancies in accordance with articles 8.5.2 and 8.5.3. To stand for election as a Trustee in accordance with articles 8.5.2 and 8.5.3 a person must have been nominated by any two Members;
 - 7.2.4 appoint auditors or Independent Examiners for the Charity (if required);
 - 7.2.5 to approve (with or without amendment) or reject such Standing Orders (if any) consistent with the Articles and the Companies Acts to govern proceedings at general meetings and to prescribe a form of proxy as the Trustees may propose; and
 - 7.2.6 may discuss and determine any issues of policy or deal with any other business put before them by the Trustees (the AGM and other general meetings (if any) shall provide a forum for discussion of significant issues in the life of the College to assist in advising the Trustees on the policy and direction of the College).

Calling a general meeting (including an AGM)

- 7.3 A general meeting may be called at any time by the Trustees and must be called within 21 days of a written request from at least 5% of the Members in accordance with the Companies Acts to be held on a date not more than 28 days after the date of the notice.
- 7.4 General meetings (including AGMs) are called on at least 14 clear days' written notice specifying the business to be discussed or shorter notice if it is so agreed by a majority in number of the Members having a right to attend and vote at that meeting who hold at least 90% of the total voting rights at that meeting of all the Members.
- 7.5 The notice of general meeting (or AGM) shall specify the place, the date and the time of the general meeting (or AGM), state the general nature of the business to be dealt with at the meeting and state with reasonable prominence that a Member is entitled to appoint another person as their proxy to exercise all or any of their rights to attend and to speak and vote instead of them or it. If the meeting is to be an AGM, the notice must say so.
- 7.6 Where it is intended to pass a Special Resolution at a general meeting (or AGM), the notice must include the text of the resolution and state that it is intended to propose the resolution as a Special Resolution.
- 7.7 Notice must be sent to:
- 7.7.1 the Charity's auditors (if any);
 - 7.7.2 the Trustees; and
 - 7.7.3 the Members.
- 7.8 The accidental omission to give notice of any general meeting (including an AGM), or to send a form of proxy with a notice where required, or the non-receipt of a notice or form of proxy, shall not invalidate the proceedings at any general meeting (including an AGM).

Attending a general meeting (including an AGM)

- 7.9 Members are entitled to attend general meetings (including AGMs) either personally, (in the case of a Member organisation) by an authorised representative, by proxy or by suitable means agreed by the Trustees in which all participants may communicate with all the other participants. Proxy forms must be delivered to the Secretary at least 24 hours before the meeting.

Quorum

- 7.10 There must be a quorum present before a general meeting (or AGM) starts to do business. There is a quorum at a general meeting (or AGM) if the number of Members present in person, by authorised representative or by proxy is at least twenty-five Members, including a majority of whom were not appointed under article 6.2.1 or 6.2.3. If, at any time, the Charity has only one Member, that Member in person, by authorised representative or by proxy will be a quorum. Where multiple Members have appointed the same person as their proxy, each of those Members shall be counted towards the quorum.

Proceedings at general meetings (including AGMs)

- 7.11 The Chairperson or (if the Chairperson is unable or unwilling to do so) the Deputy Chairperson presides at a general meeting (including an AGM).
- 7.12 Except where otherwise provided by the Articles or the Companies Acts, every issue at a general meeting (including an AGM) is decided by a majority of the votes cast.
- 7.13 Every Member present in person, or through an authorised representative, or by proxy has one vote on each issue.
- 7.14 A declaration by the person chairing the meeting that a resolution has been:
- 7.14.1 carried;
 - 7.14.2 carried unanimously, or by a particular majority;
 - 7.14.3 not carried; or
 - 7.14.4 not carried by a particular majority, and
- an entry to that effect in the minutes of the general meeting (or AGM), shall be conclusive evidence of the fact without proof of the number or proportion of votes in favour of or against the resolution.
- 7.15 Subject to the Companies Acts, the proceedings at any general meeting (including an AGM) or the passing of a written resolution shall not be invalidated by reason of any accidental informality or irregularity (including with regard to the giving of notice) or any want of qualification in any of the persons present or voting.
- 7.16 If any person wishes to object to the qualification of any vote, they must do so at the meeting at which the vote they object to is

tendered. A vote which is not disallowed at the meeting will be deemed valid. The person chairing the meeting will be the sole judge of the validity of every vote tendered at the meeting.

Proxies

- 7.17 The notice of appointment of a proxy must be received at the registered office of the Charity (or such other address specified by the Charity for that purpose) not less than 24 hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the proxy notice proposes to vote. If it arrives late, or does not arrive at all, the proxy will not be allowed to attend and vote at the meeting.

Written resolutions

- 7.18 A written resolution signed by a majority of those entitled to vote at a general meeting (or, where the Companies Acts require, a greater majority) is as valid as a resolution actually passed at a general meeting. 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 required to reach the relevant majority.

8. THE TRUSTEES (THE GOVERNING BODY)

- 8.1 The Trustees (who may collectively be known as the Governing Body) as Charity Trustees have control of the Charity and its property and funds.
- 8.2 The Charity must maintain a register of Trustees (which may be called a register of directors).

Number of Trustees

- 8.3 There shall be up to 24 Trustees.

Appointment of Trustees

- 8.4 The persons named as directors on form IN01 are the first Trustees.
- 8.5 The following persons shall be Trustees:
- 8.5.1 the Principal (ex officio), the Tutor for Pastoral Theology (ex officio), and up to six other Stipendiary Fellows, at least one of whom must be a Fellow Holding Senior Administrative Responsibility;
- 8.5.2 three Members to be elected for renewable terms of six years by the Members from among those elected as representatives

in accordance with articles 6.2.4(a), 6.2.4(b), 6.2.4(c) and 6.2.4(d), including at least one each from:

- (a) the BUGB or its regional associations; and
- (b) the Baptist Missionary Society;

8.5.3 nine further Members to be elected for renewable terms of six years by the Members, including not less than three who are Baptist members of churches which are in membership with a Baptist Union or Convention affiliated to the Baptist World Alliance;

8.5.4 the Treasurer (appointed in accordance with article 10.2 for a term of three years, renewable);

8.5.5 up to three Trustees co-opted in accordance with article 8.6 for renewable terms of up to three years.

8.6 The Trustees may at any time appoint any individual who is qualified to be appointed as a Trustee to fill a vacancy in their number or as an additional Trustee (a "**Co-opted Trustee**"), provided that:

8.6.1 the Trustees are convinced that the Co-opted Trustee(s) is/are needed for specific purposes; and

8.6.2 there may only be a maximum of three co-opted Trustees at any time.

8.7 The Trustees must give to each new Trustee on or before their first appointment:

8.7.1 a copy of these Articles (as may be amended from time to time);

8.7.2 a copy of the Charity's latest annual accounts (including Trustees' report);

8.7.3 CC3 The Essential Trustee (or such other publication as may from time to time replace it).

8.8 No one is entitled to act as a Trustee whether on appointment or on any reappointment until they have expressly acknowledged, in whatever way the Trustees decide, their acceptance of the office of Trustee.

8.9 The appointment of a Trustee must not cause the number of Trustees to exceed any number fixed as the maximum number of Trustees.

- 8.10 In accordance with article 6.2.8, any Trustees who are not already Members in another capacity shall become Members by virtue of their appointment as Trustees.
- 8.11 The Trustees must promptly report any vacancy in the office of Trustee to the body entitled to appoint the Trustee.

Terms of office and retirement by rotation

- 8.12 Time served as a trustee of the Unincorporated Charity shall count for the purposes of calculating terms of office under the Articles.
- 8.13 Some Trustees shall be appointed for terms of office (as set out in article 8.5). A Trustee who has served their term of office (where applicable) must retire at the next AGM.
- 8.14 A retiring Trustee who remains qualified may be reappointed.
- 8.15 A retiring Chairperson or Deputy Chairperson who remains qualified may be reappointed for a maximum of three consecutive terms of office. Once they have served the maximum three terms as Chairperson or Deputy Chairperson (as appropriate), they will need to take a break of service of at least a year before being eligible to stand again. This does not affect their eligibility to serve as a Trustee (or to stand for any other role).

Retirement and removal of Trustees

- 8.16 A Trustee's term of office automatically terminates if they:
- 8.16.1 retires at the end of their term;
 - 8.16.2 resigns by written notice to the Trustees (but only if at least two Trustees will remain in office);
 - 8.16.3 dies;
 - 8.16.4 is disqualified under the Charities Act from acting as a Charity Trustee or is prohibited by law from being a director of a company, or is disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005 or Charities Act (Northern Ireland) 2008;
 - 8.16.5 is, in the reasonable opinion of the other Trustees, at any time incapable, whether mentally or physically, of managing their own affairs;
 - 8.16.6 is absent from three consecutive meetings of the Trustees and is asked by a majority of the other Trustees to resign;

8.16.7 is removed by resolution of the Members present and voting at a general meeting (but only if at least two Trustees will remain in office) after the meeting has invited the views of the Trustee concerned and considered the matter in the light of any such views.

9. TRUSTEES' PROCEEDINGS

9.1 The Trustees must hold at least one meeting each academic term, but may meet more regularly if required.

Calling Trustees' meetings

9.2 A Trustee may at any time, and the Secretary (if any) must at the request of a Trustee, summon a meeting of the Trustees.

9.3 Notice of a meeting of the Trustees may be given to a Trustee personally or by word of mouth or sent in writing to them at their last known postal or email address or any other postal or email address given by them to the Charity for this purpose.

9.4 Except where there are matters demanding urgent consideration, each Trustee must be given 14 days' notice of each meeting of the Trustees.

Quorum

9.5 A quorum at a meeting of the Trustees is ten Trustees, a majority of whom are not appointed in accordance with article 8.5.1. Where the number of Trustees falls below ten Trustees, the remaining Trustees may only act to appoint further Trustees (within the co-option limits set out in article 8.6), circulate a written resolution to the Members and/or to call a general meeting.

Attendance and voting at Trustees' meetings

9.6 A meeting of the Trustees may be held either in person or by suitable electronic means (including but not limited to telephone calls *with or without video conferencing facilities*) agreed by the Trustees in which all participants may communicate with all the other participants simultaneously.

9.7 The Chairperson or (if the Chairperson is unable or unwilling to do so) the Deputy Chairperson presides at each meeting.

9.8 Any issue may be determined by a simple majority of the votes cast at a meeting, but a resolution in writing agreed by all the Trustees, or all the members of a committee, (other than any Conflicted Trustee, or conflicted committee member, who has not been authorised to vote) is as valid as a resolution passed at a trustees'

meeting, or a meeting of a committee (as appropriate). For this purpose the resolution may be contained in more than one document.

- 9.9 Except for the Chairperson of the meeting, who has a casting vote, every Trustee has one vote on each issue.
- 9.10 Subject to article 9.11, the Student Representatives shall be invited to attend (but not count towards the quorum and not vote at) Trustees' meetings.
- 9.11 The Trustees, at their sole discretion, may decide that there are items of business from which the Student Representatives need to be excluded, including (but not limited to) discussions and decisions on the appointment, terms of employment, remuneration or discipline of academic and non-academic College staff.
- 9.12 Subject to the Articles and any rules and/or standing orders they make in accordance with article 10.8, the Trustees may regulate their meetings as they see fit.

Procedural defects

- 9.13 A procedural defect of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.
- 9.14 Subject to article 9.15, all decisions of the Trustees or a committee of the Trustees shall be valid notwithstanding the participation in any decision of a Disqualified Trustee, so long as the meeting was quorate without counting the Disqualified Trustee and the vote was carried by the requisite majority without counting the Disqualified Trustee's vote.
- 9.15 Article 9.14 does not permit a Trustee or Connected Person to keep any benefit that may be conferred on them by a resolution of the Trustees or a committee of the Trustees if, but for article 9.14, the resolution would have been void.

10. TRUSTEES' POWERS

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

- 10.1 to appoint (and remove) a Chairperson and Deputy Chairperson from among their number for a term of three years (provided that none of the Fellows of the College may be Chairperson or Deputy Chairperson, and subject to the provisions relating to terms of office in article 8.15);

- 10.2 to appoint (and remove) an honorary Treasurer, who may, or may not, be a Member and/or a Trustee, for a term of three years, renewable. The Treasurer (if they are not already a Member and a Trustee) shall become ex officio a Member and a Trustee;
- 10.3 to appoint (and remove) any person, who may, or may not, be a Member and/or a Trustee, to act as Secretary in accordance with the Companies Acts;
- 10.4 to appoint (and remove):
 - 10.4.1 the Principal who must be a Baptist member of a Church which is in membership with the BUGB or a Baptist Union or Convention affiliated to the Baptist World Alliance;
 - 10.4.2 Stipendiary Fellows, being Fellows Holding Senior Administrative Responsibility, Tutorial Fellows and Research Fellows;
 - 10.4.3 Non-Stipendiary Fellows, Emeritus Fellows and Honorary Fellows;
- 10.5 to delegate any of their functions to the Principal or other employees, including (but not limited to) the appointment of lecturers and other staff;
- 10.6 to delegate any of their functions to committees (including a standing committee to be called the "**Fellows' Meeting**" as set out in article 12 below) consisting of two or more individuals appointed by them, subject to the following conditions:
 - 10.6.1 at least one member of every committee must be a Trustee;
 - 10.6.2 the chairperson of every committee and a majority of committee members on each committee must be Members;
 - 10.6.3 the Trustees must record the terms of delegation in writing (and may change the terms of, or revoke, any such delegation at any time);
 - 10.6.4 all proceedings of committees must be reported promptly to the Trustees and this requirement must be set out in the terms of delegation;
 - 10.6.5 the Trustees must exercise reasonable supervision over any committee;
 - 10.6.6 committees must not incur expenditure on behalf of the Charity except in accordance with a budget previously agreed

by the Trustees and this requirement must be set out in the terms of delegation;

- 10.7 (subject to approval by the Members) to make standing orders *consistent with the Articles and the Companies Acts to govern their proceedings at general meetings and to prescribe a form of proxy;*
- 10.8 to make rules and/or standing orders consistent with the Articles and the Companies Acts to govern their proceedings and proceedings of committees;
- 10.9 to make regulations consistent with the Articles and the Companies Acts to govern the administration of the Charity and the use of its seal (if any);
- 10.10 to approve College policies and codes in relation to the employment of academic and other staff;
- 10.11 to approve policies and codes for discipline in the College, and appoint disciplinary committees and tribunals relating to all students;
- 10.12 to establish procedures to assist the resolution of disputes or differences within the Charity;
- 10.13 to seek the advice of Council to assist the Trustees in making decisions;
- 10.14 to exercise any powers of the Charity which are not reserved to the Members.

11. FELLOWS

- 11.1 From the date on which the Charity takes over responsibility for running the College, the Trustees shall appoint all Fellows of the College, as set out in articles 10.4.2 and 10.14 above.
- 11.2 All persons to be appointed to Tutorial Fellowships or Research Fellowships shall demonstrate a willingness to explore the Christian tradition in a manner appropriate to their discipline, and a willingness to work together on inter-disciplinary projects. These patterns of academic work shall characterise the life of the College.
- 11.3 Among the Tutorial Fellowships, there shall always be at least four in theology and religion, including a Fellow in Pastoral Theology (who must be an ordained minister accredited by the BUGB or a Baptist Union or Convention affiliated to the Baptist World Alliance).

- 11.4 If there are no Fellows in Biblical Studies, Christian Doctrine, or Church History, the Trustees shall make adequate provision in another way to fulfil the Charity's commitment to the study of theology and Baptist history and heritage.

12. FELLOWS' MEETING

- 12.1 From the date on which the Charity takes over responsibility for running the College, the Fellows' Meeting shall be a standing committee of the Charity.
- 12.2 The following persons shall be committee members of the Fellows' Meeting:
- 12.2.1 the Principal;
 - 12.2.2 Fellows Holding Senior Administrative Responsibility;
 - 12.2.3 all Tutorial Fellows of the College;
 - 12.2.4 such Research Fellows and Non-Stipendiary Fellows as the Fellows' Meeting shall decide to include.
- 12.3 From the date on which the Charity takes over responsibility for running the College, the Fellows' Meeting shall meet as often as it considers necessary, and at least four times per term, to transact business and to exercise a corporate pastoral care in the College.
- 12.4 The Fellows' Meeting shall be chaired by the Principal or, in the Principal's absence, by a Fellow whom the Principal appoints as deputy for that occasion.

13. BENEFITS TO MEMBERS AND TRUSTEES

- 13.1 The property and funds of the Charity must be used only for promoting the Objects and do not belong to the Members or the Trustees, but:
- 13.1.1 an employee or person connected to an employee may be appointed as a Trustee or Member and the employee may receive benefits in connection with that employment (including, for the avoidance of doubt, ex officio Trustees and/or Members);
 - 13.1.2 a Trustee or Connected Person may be employed by the Charity (but not for acting as a Trustee) and receive benefits in that capacity, but only strictly in accordance with the provisions in articles 13.3 to 13.5;

- 13.1.3 a former employee of the Charity or the Unincorporated Charity who is a Trustee or Connected Person may receive any contractual benefits to which they are entitled under the terms of their employment with the Charity or the Unincorporated Charity (including, but not limited to, any pension rights);
 - 13.1.4 Members who are not Trustees or Connected Persons may be employed by or enter into contracts with the Charity and receive reasonable payment for goods or services supplied;
 - 13.1.5 Members, Trustees and Connected Persons may be paid interest at a reasonable rate on money lent to the Charity;
 - 13.1.6 Members, Trustees and Connected Persons may be paid a reasonable rent or hiring fee for property or equipment let or hired to the Charity;
 - 13.1.7 Members, Trustees and Connected Persons who are also beneficiaries may receive charitable benefits in that capacity; and
 - 13.1.8 Members, Trustees and Connected Persons may take part in the normal trading and fundraising activities of the Charity on the same terms as members of the public.
- 13.2 A Trustee or Connected Person must not receive any payment of money or other Material Benefit (whether directly or indirectly) from the Charity except:
- 13.2.1 as permitted by articles 4.21 (Indemnity Insurance), 13.1.1 (payment of existing employees), 13.1.2 (employing trustees), 13.1.5 (interest), 13.1.6 (rent), 13.1.7 (charitable benefits), 13.1.8 (trading and fundraising activities), or 13.3 (contractual payments);
 - 13.2.2 reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs and costs relating to the care of dependants whilst on Charity business) actually incurred (or to be incurred) in the administration of the Charity;
 - 13.2.3 an indemnity in respect of any liabilities properly incurred in running the Charity (including the costs of a successful defence to criminal proceedings);
 - 13.2.4 payment to any company in which a Trustee or Connected Person has no more than a 1 per cent shareholding; and
 - 13.2.5 in exceptional cases, other payments or benefits (but only with the written approval of the Commission, or written

confirmation from the Commission that no such approval is required, in advance).

13.3 A Trustee or a Connected Person may enter into an employment contract or other contract with the Charity to supply goods or services and receive reasonable payment and/or other Material Benefit connected to the employment and/or supply of goods and/or services if:

13.3.1 the Trustees are satisfied that:

- (a) the goods and/or services are actually required by the Charity;
- (b) the nature and level of the benefit is no more than reasonable in relation to the value of the goods and/or services and is set at a meeting of the Trustees in accordance with the procedure in article 13.5;
- (c) it would be in the interests of the Charity to enter into the contract with the Trustee or Connected Person (in reaching that decision the Unconflicted Trustees must balance the advantages and disadvantages of contracting with a Trustee or Connected Person);
- (d) the maximum amount of the remuneration is reasonable in the circumstances;

13.3.2 no more than half of the Trustees (rounded down to the nearest whole number) are interested in such a contract in any financial year, otherwise remunerated by the Charity, or connected with someone who is interested in such a contract, or otherwise so remunerated.

13.4 Whenever a Trustee has a personal interest in a matter falling within articles 13.1, 13.2 or 13.3 which is to be discussed at a meeting of the Trustees or a committee, they must comply with the procedure in article 13.5.

13.5 Where this article applies, a Trustee must:

13.5.1 declare an interest before the meeting or at the meeting before discussion begins on the matter;

13.5.2 be absent from the meeting for that item unless expressly invited to remain in order to provide information;

13.5.3 not be counted in the quorum for that part of the meeting;
and

13.5.4 have no vote on the matter and be absent during the vote.

13.6 In this article 13, "Charity" includes any company or other legal entity in which the Charity:

13.6.1 holds more than 50% of the voting rights attached to the shares; or

13.6.2 controls more than 50% of the voting rights attached to the shares; or

13.6.3 has the right to appoint one or more directors (or equivalent) to the board of the company or other legal entity.

14. CONFLICTS OF INTEREST

14.1 Trustees must avoid Conflicts of Interest and wherever a Conflict of Interest arises in a matter to be discussed at a meeting of the Trustees or a committee, a Conflicted Trustee must comply with the procedure set out in article 13.5.

14.2 Except where the Conflict of Interest is within article 13, if a Conflict of Interest matter is proposed to the Trustees, the Unconflicted Trustees may agree to:

14.2.1 authorise that matter; or

14.2.2 authorise a Conflicted Trustee to act in their ordinary capacity as a Trustee and carry out all their duties and powers as a Trustee in relation to that matter.

14.3 Where the Unconflicted Trustees consider an authorisation to act notwithstanding a Conflict of Interest, the Conflicted Trustee must comply with the procedure set out in article 13.5.

15. RECORDS AND ACCOUNTS

15.1 The Trustees must comply with the requirements of the Companies Act and of the Charities Act as to keeping financial records, the audit or Independent Examination of accounts and the preparation and transmission to the Companies House and the Commission of:

15.1.1 annual returns;

15.1.2 annual reports; and

15.1.3 annual statements of account.

- 15.2 The Trustees must keep proper records of:
- 15.2.1 all proceedings at general meetings, annual general meetings and all written resolutions of the Members;
 - 15.2.2 all proceedings at meetings of the Trustees and all written resolutions of the Trustees;
 - 15.2.3 all reports of committees; and
 - 15.2.4 all *professional advice obtained*.
- 15.3 Accounting records relating to the Charity must be made available for inspection by any Trustee at any time during normal office hours.
- 15.4 A copy of the Charity's latest available statement of account must be supplied on request to any Trustee or Member.

16. NOTICES

- 16.1 Notices under the Articles may be delivered by hand, or sent by post or by suitable electronic means.
- 16.2 The only address at which a Member is entitled to receive notices sent by post is an address in the U.K. shown in the register of Members.
- 16.3 Any notice given in accordance with these Articles is to be treated for all purposes as having been received:
- 16.3.1 24 hours after being sent by electronic means or delivered by hand to the relevant address;
 - 16.3.2 two clear days after being sent by first class post to that address;
 - 16.3.3 three clear days after being sent by second class or overseas post to that address;
 - 16.3.4 on being handed to the Member personally; or, if earlier,
 - 16.3.5 as soon as the Member acknowledges actual receipt.
- 16.4 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.

17. AMENDMENTS

- 17.1 Subject to obtaining any necessary consent from the Charity Commission, the Members may amend the Articles by Special Resolution.
- 17.2 The Secretary (if any) or the Trustees must send the amended Articles and the signed Special Resolution or a signed print of the Special Resolution which adopted the Articles to Companies House and a copy of the amended Articles to the Charity Commission (whether or not Charity Commission consent is required to the amendments).
- 17.3 When amending the objects, the Secretary (if any) or the Trustees must file any relevant forms at Companies House at the same time as filing the Special Resolution and amended Articles.

18. DISSOLUTION

- 18.1 The Members may at any time before, and in expectation of, the Charity's dissolution resolve that any net assets of the Charity after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the Charity be applied or transferred in any of the following ways:
 - 18.1.1 directly for the Objects;
 - 18.1.2 by transfer to any charity or charities for purposes similar to the Objects;
 - 18.1.3 to any charity or charities for use for particular purposes that fall within the Objects; or
 - 18.1.4 in such other manner consistent with charitable status as the Commission approve in writing in advance.
- 18.2 Subject to any such resolution of the Members, the Trustees may at any time before and in expectation of the Charity's dissolution resolve that any net assets of the Charity after all its debts and liabilities have been paid, or provision made for them, shall on or before dissolution of the Charity be applied or transferred:
 - 18.2.1 directly for the Objects;
 - 18.2.2 by transfer to any charity or charities for purposes similar to the Objects;
 - 18.2.3 to any charity or charities for use for particular purposes that fall within the Objects; or

18.2.4 in such other manner consistent with charitable status as the Commission approve in writing in advance.

18.3 In no circumstances shall the net assets of the Charity be paid to or distributed among the Members (except to a Member that is itself a charity).

19. MODEL ARTICLES

The Model Articles are excluded and do not apply to the Charity.

20. INTERPRETATION

In the Memorandum and in the Articles, unless the context indicates another meaning:

"**AGM**" means an annual general meeting of the Charity;

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

"**BUGB**" means the Baptist Union of Great Britain;

"**Chairperson**" means the chairperson of the Trustees and Members appointed in accordance with article 10.1;

"**Charity**" means the company governed by the Articles;

"**Charities Act**" means the Charities Act 2011;

"**Charity Trustee**" has the meaning prescribed by section 177 of the Charities Act;

"**clear day**" in relation to a period of notice means a period excluding:

- (a) the day on which the notice is given or deemed to be given;
and
- (b) the day of the meeting of other event;

"**College**" means the Permanent Private Hall of the University of Oxford operating under the name 'Regent's Park College';

"**Commission**" means the Charity Commission for England and Wales;

"**Companies Acts**" means the Companies Acts (as defined in section 2 of the Companies Act 2006);

"**Companies House**" means the registrar of companies for England and Wales;

"**Conflict of Interest**" includes a conflict of interest and duty and a conflict of duties;

"Conflicted Trustee" means any Trustee who has a Conflict of Interest in relation to a matter to be discussed or voted upon at a meeting of the Trustees;

"Connected Person" has the meaning given in section 188 of the Charities Act, and includes:

- (a) a child, step-child, parent, grandchild, grandparent, brother or sister of a Trustee;
- (b) the spouse or civil partner of a Trustee or any person listed in (a), (and/or any person living with a Trustee or any person listed in (a) as their husband, wife or civil partner);
- (c) a person carrying on business in partnership with a Trustee or any person listed in (a) or (b);
- (d) an institution which is controlled (whether directly or through one or more nominees):
 - (i) by the Trustee or by any person falling within (a), (b), (c) or (e), or
 - (ii) by two or more persons falling within (d)(i) when taken together;
- (e) a body corporate in which:
 - (i) the Trustee or any connected person falling within (a) to (c) has a substantial interest, or
 - (ii) two or more persons falling within (e)(i) when taken together, have a substantial interest.

"Custodian" means a person or body who undertakes safe custody of assets or of documents or records relating to them;

"Deputy Chairperson" means the deputy chairperson of the Trustees and Members appointed in accordance with article 10.1;

"Disqualified Trustee" for the purposes of article 9.14, a disqualified trustee means a person:

- (a) whose appointment as trustee is subject to a technical defect of which the Trustees are unaware at the time the decision is made;
- (b) who was disqualified from holding office;
- (c) who had previously retired or who had been obliged by the Articles to vacate office;
- (d) who was not entitled to vote on the matter, whether by reason of a Conflict of Interest or otherwise;

"Fellow Holding Senior Administrative Responsibility" means a fellow designated as holding senior administrative responsibility by the Trustees at

their sole discretion, and may include those holding posts such as Director of Development, Head of Operations, Head of Finance, Bursar, and/or other posts that the Trustees may create from time to time;

"**Financial Expert**" means an individual, company or Firm who is authorised to give investment advice under the Financial Services and Markets Act 2000;

"**financial year**" means the Charity's financial year;

"**Firm**" includes a limited liability partnership and company;

"**Indemnity Insurance**" means insurance against personal liability incurred by any Trustee for an act or omission which is or is alleged to be a breach of trust or breach of duty, unless the Trustee concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty;

"**Independent Examination**" means an examination of the Charity's accounts by an Independent Examiner;

"**Independent Examiner**" means an independent person who is reasonably believed by the Trustees to have the requisite ability and practical experience to carry out a competent examination of the Charity's accounts and who fulfils the requirements of the Charities Act;

"**JCR**" means the Junior Common Room of the College;

"**Material Benefit**" means a benefit which may not be financial but has a monetary value;

"**MCR**" means the Middle Common Room of the College;

"**Member**" and "**Membership**" refer to company membership of the Charity;

"**Memorandum**" means the Charity's Memorandum of Association;

"**Model Articles**" means the model articles contained in schedule 2 of the Companies (Model Articles) Regulations 2008;

"**Nominee Company**" means a corporate body registered or having an established place of business in England and Wales;

"**Objects**" means the Objects of the Charity as defined in article 4;

"**Secretary**" means the company secretary of the Charity;

"**Special Resolution**" means a resolution of the Members which requires a majority of not less than 75% of the eligible Members in accordance with the Companies Acts for it to be passed;

"Student Representatives" means the students who are appointed as Members in accordance with article 6.2.3;

"Taxable Trading" means carrying on a trade or business for the principal purpose of raising funds and not for the purpose of actually carrying out the Objects, the profits of which are subject to corporation tax;

"Treasurer" means the treasurer of the Charity appointed in accordance with article 10.2;

"Trustee" means a director of the Charity and **"Trustees"** means the directors;

"Unconflicted Trustee" means any Trustee who has no Conflict of Interest in relation to a matter to be discussed or voted upon at a meeting of the Trustees;

"Unincorporated Charity" means the unincorporated charity known as Regent's Park College (registered charity number 309710) and governed by Charity Commission scheme dated 10 August 2011;

"University" means the University of Oxford;

"University's Statutes" means the statutes of the University in force from time to time and **"Statute"** means any one of them and reference to Statute V is to the Statute numbered V approved with effect from 1 October 2002;

"written" or **"in writing"** refers to a legible document on paper including a fax message or in electronic format;

"year" means calendar year.

20.2 Expressions defined in the Companies Acts have the same meaning in these Articles.

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

20.4 Unless the context otherwise requires, words in the singular shall include the plural and in the plural shall include the singular.

20.5 Unless the context otherwise requires, a reference to one gender shall include a reference to the other genders.