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THE CHARITY COMMISSION FOR ENGLAND AND WALES

Under the power given in the Charities Act 1993

Orders that from today, the

10 August 2011

this

SCHEME

(as amended by section 280 Charities Act 2011 resolution on 23 February 2019 and Charity Commission Scheme on 19 June 2019)

will govern the charity

formerly known as

REGENT'S PARK BAPTIST COLLEGE (309710)

and now to be known as

REGENT'S PARK COLLEGE (309710)

at

Oxford

Jane Grenfell

Authorised Officer

1. Definitions

In this Scheme:

“the charity” means the charity identified at the beginning of this Scheme.

“the Commission” means the Charity Commission for England and Wales.

"the company" means Regent's Park College (company number 11470540 and registered charity number 1181801).

“the trustees” means the trustees of the charity and “trustee” means one of the trustees, or, in the case of a sole trustee, the sole trustee.

“the former trusts” includes the indentures of lease and release dated 22 and 23 February 1810 and 29 and 30 March 1811 and a Scheme of the Board of Education of 29 April 1927.

“the Incorporation Date” means the effective date in the transfer agreement to be entered into between the trustees for the time being of the charity and the company.

“the University” means the University of Oxford.

“the University’s Statutes” means the Statutes of the University in force from time to time and reference to Statute V is to the Statute numbered V approved with effect from 1 October 2002.

“the Governing Body” means the trustee(s) of the charity.

ADMINISTRATION

2. Administration and Trustee

The charity is to be administered in accordance with this Scheme. This Scheme replaces the former trusts of the charity. With effect from the Incorporation Date, the company shall be the sole trustee of the charity.

3. Name of the charity

The name of the charity is Regent’s Park College or such other name as the trustees may determine from time to time with the prior agreement of the Commission.

OBJECTS

4. Objects of the charity

The objects of the charity are:

(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:

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

(b) study theology and prepare for the ordained Christian Ministry, in particular amongst Baptist Churches; and

(c) 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.

(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.

THE COUNCIL

5. Council

(1) Before the Incorporation Date, the Council of the Charity shall be comprised as follows:

(a) The Principal and all Fellows of the College, ex-officio;

(b) The Chairman and Treasurer of the Governing Body, ex-officio;

(c) Such representatives of the Baptist Union of Great Britain or of bodies associated or connected with that Union (whether ministers or lay persons) as shall be specified by Statute from time to time;

(d) Such other persons as shall be specified by Statute from time to time.

(2) From and including the Incorporation Date, the Council shall be comprised of the Governing Body (being the trustee(s) of the charity).

6. Powers of the Council

(1) The Council shall have the power to approve or reject statutes (and any amendments thereto) consistent with this Scheme for the constitution, powers, duties and functions of the Council, the Governing Body and the general administration of the charity.

(2) The Council shall appoint the Governing Body. This does not prevent the Charity Commission from appointing the Governing Body.

POWERS OF THE TRUSTEES

7. Powers of the trustees

In addition to any other powers which they have, the trustees may exercise the following powers in furtherance of the objects of the charity:

(1) Power to sell, lease or otherwise dispose of all or any part of the charity's property. (The trustees must comply with the restrictions on disposal imposed by Part 7 of the Charities Act 2011, unless the sale, lease or disposal is excepted from these restrictions by section 117(3) or (4) of that Act.)

(2) Power to delegate the performance of any act, including the exercise of any power or discretion, to a committee. (The trustees must exercise reasonable supervision over the committee and the committee must promptly report their acts and proceedings to the trustees.) The terms of any delegation must be recorded in writing by the trustees and is revocable at any time. The committee must not incur expenditure on behalf of the charity except in accordance with a budget previously agreed by the trustees.

(3) Power to allow investments to be held in the name of a corporate body as the trustees' nominee and to pay reasonable remuneration for the service provided. (The corporate body must be incorporated in, or have established a branch or place of business in, England or Wales.)

(4) Power to co-operate with other charities, voluntary bodies and statutory authorities. The trustees may exchange information and advice with them.

(5) Power to make donations to charities whose objects are similar to those of the charity.

(6) Power to accept a licence as a Permanent Private Hall under Statute V of the University's Statutes.

(7) Power to incorporate the charity, and to transfer any or all of its activities, assets, contracts, liabilities and employees to the company.

(8) Power to do anything else within the law which promotes, or helps to promote, the objects.

GOVERNING BODY

8. The Governing Body

(1) The members of the Governing Body are the trustees of the charity.

(2) The Governing Body may make statutes (which must be approved by the Council), rules and regulations consistent with this Scheme for the composition, powers, duties and functions of the Council and the Governing Body (including method of appointment and removal, eligibility, calling of meetings, quorum, and other administrative provisions) and the general administration of the charity.

(3) The trustees must give to each new trustee, on their first appointment:

(a) a copy of this Scheme and any amendments made to it;

(b) a copy of the charity's latest report and statement of accounts.

(4) The trustees must keep a register of the name and address of every trustee and the dates on which their terms of office begin and end.

9. Payments and other benefits to charity trustees

(1) A trustee (or, where there is a corporate trustee, a director and/or member of a trustee) may receive from the charity reasonable expenses properly

incurred, or to be incurred, by him, her or it when acting on behalf of the charity.

(2) An employee may be appointed as a trustee of the charity (and/or as a director and/or member of a corporate trustee of the charity).

(3) Someone who is a trustee, director, member, or employee of, a corporate trustee of the charity which is itself a charity (or of any wholly owned subsidiary of such charitable corporate trustee) may be employed by the charity notwithstanding any conflict of interest provided that any conflicts of interest are properly managed within the corporate trustee in making the decision.

(4) A trustee (and/or director and/or member of a corporate trustee) may be employed by the charity (but not for acting as a trustee) but only strictly in accordance with the provisions in sub-clause (6) of this clause.

(5) No trustee (or director of a corporate trustee) may:

(a) buy or receive goods or services from the charity on terms preferential to those applicable to other members of the public; or

(b) receive any payment or other financial benefit from the charity; or

(c) acquire or hold any interest in property of the charity (except in order to hold it as a trustee of the charity);

unless the payment or transaction is:

(d) permitted in accordance with, and subject to the conditions in, sections 185 or 189 of the Charities Act 2011 (services including goods supplied in connection with the service provided by a charity trustee to a charity; trustee indemnity insurance); or

(e) permitted in accordance with, and subject to the conditions in, this clause 9;

(f) to a corporate trustee which is itself a charity with objects which are the same as, within, or similar to those of the charity (in which case the payment may be made notwithstanding any conflict of interest provided that the directors of the corporate trustee believe that the transaction or arrangement furthers the objects of both charities); or

(a) previously and expressly authorised in writing by the Commission.

(6) A trustee (including a company, firm, LLP or similar) of which a trustee is a director, member or employee ("**the company**")) or a director and/or member of a corporate trustee of the charity may receive payment or other financial benefit for goods supplied to the charity, provided that:

(a) the sums paid to the trustee (or the company or the director and/or member) do not exceed an amount that is reasonable in all the circumstances; and

(b) (except where there is a sole corporate trustee) the trustee is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him, her, it or the company with regard to the supply of goods to the charity; and

(c) (except where there is a sole corporate trustee) the other trustees are satisfied that it is in the interests of the charity to contract with that trustee or that company, rather than with someone who is not a trustee (in reaching that decision, the trustees must balance the advantages and disadvantages of contracting with a trustee); and

(d) the decision is reached in accordance with any relevant statute made under clause 6(1) of this Scheme; and

(e) the reason for their decision is recorded by the trustees; and

(f) (except where there is a sole corporate trustee) the number of trustees in receipt of any payments authorised by this clause 9 is a minority of the members then in office.

(7) A trustee (and anyone who is a director, member, trustee and/or employee of a corporate trustee) may receive and retain the remuneration and benefits (including e.g. any provision of housing) paid or provided to him or her in respect of his or her employment by the charity notwithstanding that he or she is a charity trustee (or director, member, trustee and/or employee of a charity trustee); *provided that* he or she is not remunerated for work done in his or her capacity as a charity trustee, and that the relevant procedure in clause 10 is followed at any meeting during which the matters to be discussed include the appointment, reappointment, remuneration or other terms of employment of that individual or of any other employee or group of employees with whom his or her terms of employment are or may be linked. Where such matters do not concern the employment of the Principal personally, he or she may remain present in the meeting to give advice, but without the power to vote.

(8) In this clause:

(a) "charity" includes any company in which the charity:

- holds more than 50% of the voting rights at a general meeting; or
- controls more than 50% of the voting rights at a general meeting; or
- has the right to appoint one or more directors to the Board of the company;

(a) "trustee" includes any child, parent, grandchild, grandparent, brother, sister, spouse or civil partner of the trustee or any person living with the trustee as his or her partner.

9. Conflicts of Interest

(a) the charity's sole corporate trustee (being itself a charity with charitable objects which are the same as, within, or similar to those of the charity) shall not be regarded as having a conflict of interest in

relation to transactions and arrangements between the charity and the sole corporate trustee; and

(b) conflicts shall be regarded as having been properly managed in relation to clauses 9(3) and 9(7) if they have been managed in accordance with the charitable corporate trustee's own conflicts of interest procedures, as set out in its articles of association.

10. Recording of meetings

The trustees must keep a proper record of their meetings and any written resolutions.

11. Trustees to act jointly

Where there is more than one trustee, the trustees must exercise their powers jointly, at properly convened meetings.

CHARITY PROPERTY

12. Use of income and capital

(1) The trustees must first apply:

(a) the charity's income; and

(b) if the trustees think fit, expendable endowment; and

(c) when the expenditure can properly be charged to it, its permanent endowment

in meeting the proper costs of administering the charity and of managing its assets (including the repair and insurance of its buildings).

(2) After payment of these costs, the trustees must apply the remaining income in furthering the objects of the charity.

(3) The trustees may also apply for the objects of the charity:

(a) expendable endowment; and

(b) permanent endowment, but only:

(i) where it is permitted in accordance with, and subject to the conditions in, section 281, sections 282 to 285 or sections 288 to 292 of the Charities Act 2011 (power of unincorporated charities to spend capital); or

(ii) on such terms, including for the replacement of the amount spent, as the Commission may approve in advance.

GENERAL PROVISIONS

13. Questions relating to the Scheme

The Commission may decide any question put to it concerning:

(1) the interpretation of this Scheme; or

(2) the propriety or validity of anything done or intended to be done under it.