

13. Methodist Independent Schools Trust (MIST) – Revision to Articles of Association

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Methodist Independent Schools Trust is proposing to revise its Articles of Association to allow for the appointment of up to 17 Trustees. This is an increase on the previous maximum number (16 Trustees). The increase comes about by the addition of two Trustee positions (a potential sixth Connexional Council Trustee, and a potential sixth Nominated Trustee) and the recategorisation of the Connexional Representative as an attendee at Trustees' meetings, but no longer as a formal Trustee. There is also a proposed reduction in the minimum proportion of Trustees who must themselves be Methodists (down from a half to a third).

These proposed amendments are intended to ensure that the Trustees possess the appropriate range of skills and experience, and to ensure that there are sufficient individuals able to fulfil (in particular) committee roles. They are also in response to an indication from the Methodist Church that it would prefer the Connexional Representative not to bear full trustee responsibility.

Additionally, as housekeeping points, the Articles are revised to take into account of the departure of two schools from the Group – namely, St Petroc's and Truro High School (Schedule 1), and the merger of Lorenden and Moorlands Schools into the main charity, such that there are no longer any schools falling under the definition "Acquired Schools".

Below are the revised sections along with text of the written resolution which will be put to the Members of MIST on receipt of approval from the Conference. A copy of the Articles, showing these amendments, is available on request.

Thereafter, the updated Articles will be filed at Companies House.

Revised Articles

- 3.2 The Trustees, when complete, consist of at least eleven and not more than 17 individuals over the age of 18, all of whom must support the Objects and of whom at least one third shall be members of the Methodist Church PROVIDED THAT at no time shall more than 50% of the Trustees be serving Governors.
- 3.4 The Trustees shall be appointed by the Conference and shall consist of the following:
 - 3.4.1 the Chair;
 - 3.4.2 three Chairs of Governors Trustees;
 - 3.4.3 no more than six Connexional Council Trustees;
 - 3.4.4 no more than one Chair of District Trustee; and
 - 3.4.5 no more than six Nominated Trustees
- 3.6 The Chair, the Connexional Council Trustees, the Chair of District Trustee and the Nominated Trustees may be reappointed at the expiry of their terms of offices provided that no such Trustee may serve more than three consecutive terms other than in exceptional circumstances, where a Chair of

District Trustee may be reappointed for one further additional term of up to three years.

- 3.8 A Trustee's term of office as such automatically terminates if he/she:
- 3.8.7 in the case of the Chair of District Trustee ceases to be a Chair of District of the Methodist Church;
- 4.9 If appointed, the Connexional Representative shall be entitled to speak (but not vote) at meetings of the Trustees but may be required to withdraw from any such meeting at the request of the Chair.
- 4.10 The Trustees may invite any individual to attend and contribute to Trustees' (or other) meetings where that individual's skills or experience are suitable to the matter in hand. For the avoidance of doubt, any such individual will have no right to attend any meeting nor to cast any vote on matters to be decided.

16.2 Definitions:

Connexional Representative means an individual who is a senior staff member within the Connexional Team of the Methodist Church with responsibility or oversight of education and who, at the nomination of the Methodist Church, has been appointed by the Charity to attend meetings of the Trustees in accordance with Article 4.9.

Schedule 1 The Schools and Associated Schools

Part 1 The Schools

Culford School	Bury St Edmunds, Suffolk IP28 6TX
Farringtons School	Chislehurst, Kent BR7 6LR
Kent College, Canterbury	Canterbury, Kent CT2 9DT
Kent College, Pembury	Nr Tunbridge Wells, Kent TN2 4AX
Moorlands School	Foxhill Drive, Leeds LS16 5PF
Lorenden Preparatory School	Painter's Forstal, Faversham ME13 0EN
Queen's College, Taunton	Taunton, Somerset TA1 4QS
Shebbear College	Shebbear, Devon EX21 5HJ
Truro School	Truro, Cornwall TR1 1TH
Woodhouse Grove School	Apperley Bridge, West Yorkshire BD10 ODR

Special Resolution to be proposed following Conference approval

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the Trustees of the Company proposed the following special resolution which was passed unanimously by the Members.

SPECIAL RESOLUTION

- (1) That the attached Articles of Association be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association.

*****RESOLUTION**

13/1. The Conference received the Report.

Summative Report

Report from the Law and Polity Conference Sub-committee

The Law and Polity Conference Sub-committee has considered the proposed revision of the MIST Articles of Association and reports to the Conference as follows.

Report

1. Under the present Articles of Association, any amendment requires the consent of the Conference which is to be evidenced by a resolution signed by the President of the Conference. The Law and Polity Conference Sub-committee, having considered a complete copy of the Articles containing the proposed revisions in draft form, is able to advise the Conference that the report at Agenda item 13 sets out at pp.60-62 the new form of the individual articles which will result from the proposed revision. For completeness, the Sub-committee draws to the attention of the Conference the fact, as there are no longer any schools falling under the definition of “Acquired Schools” (see the report at p.60) it is proposed to delete from article 2.2 the words “or Acquired School and to act as member of any Acquired School”, from article 16.2 the definition of “Acquired Schools” and from Schedule 1 the words “and Acquired Schools” in the title (which will read “The Schools and Associated Schools” as shown on p.61) and Part 3, listing the Acquired Schools.
2. The report in item 13 helpfully explains that the revisions are intended:
 - 2.1 to allow for the appointment of up to 17 Trustees (see the revised articles 3.2, 3.4.3 and 3.4.5 (the existing article 3.4.5, providing for a Connexional Representative Trustee, being deleted). This is a net increase in the maximum number of Trustees from 16 to 17 and is accompanied by an increase in the minimum number of Trustees from 10 to 11; 37
 - 2.2 to reduce the minimum proportion of Trustees who must be Methodists from one half to one third (again see the revised article 3.2);
 - 2.3 to reflect the preference expressed on behalf of the Methodist Church that there should no longer be a Connexional Representative Trustee but rather a Connexional Representative with the right to attend Trustee meetings and to speak but not to vote (see the revised articles 3.6 and 3.8.7, removing provisions relating to the Connexional Representative Trustee, the new article 4.9 and the new definition of “Connexional Representative” in article 16.2, by amendment to the previous definition of “Connexional Representative Trustee”
 - 2.4 to cover “housekeeping” points resulting from the fact that there are no longer any Acquired Schools.
3. The Sub-committee notes that the numbering of the new article 4.9 results from an amendment to article 4.7, which has been divided into articles 4.7 and 4.8 so that the attendance of Heads at Trustees’ meetings is dealt with in a separate article from the attendance of the General Secretary and the Business Director of MIST. It further notes that there is additionally a new article 4.10, as shown on p.61. The existing 4.9 therefore becomes 4.11.
4. The Sub-committee does not perceive any difficulty with the principles of the revisions outlined above, but draws attention to the following points.
5. First, by way of clarification, “Chairs of Governors Trustees” is a term defined in article 16.2 to mean Trustees appointed on the recommendation of the Chairs of Governors (or as there set out). The Trustees do not themselves have to be Chairs of Governors.

6. Secondly, the existing articles contain in 16.2 a definition of “Methodist Council Trustees” as Trustees appointed on the nomination of the Methodist Council and the existing article 3.4.3 provides for the appointment of five Methodist Council Trustees. Although the report at p.61 refers to “Connexional Council Trustees” in a revised 3.4.3, no definition of “Connexional Council Trustees” is proposed and there is no proposal to delete the definition of “Methodist Council Trustees”. The Sub-committee’s understanding is that the Connexional Council Trustees are to be nominated by the Connexional Council, so that effectively the Connexional Council will replace the Methodist Council in this context. This will require further amendments to the Articles of Association, as reflected in the revised resolution 13/2 set out below.
7. Thirdly, in the Sub-committee’s view the Connexional Representative should be nominated by the Connexional Council rather than “the Methodist Church” and an amendment to the definition on p.61 is therefore proposed, again as reflected in the revised resolution 13/2. It is assumed that “or” at the end of line 2 of the definition of “Connexional Representative” is a typographical error for “for”.
8. Finally, the Sub-committee understands that Shebbear College has been sold and therefore should be deleted from Schedule 1 Part 1.
9. The Sub-committee advises the Conference that it can properly consent to the proposed revisions to the MIST Articles of Association subject to the further revisions identified above. 38
10. If the Conference consents to the proposed revisions as revised, the draft Standing Order 273 on p.611 of the Agenda will require to be amended to read:
 - (1) ...
 - (iii) up to ~~five~~six persons nominated by the Methodist Connexional Council;
 - (iv) one person nominated by the District Chairs;** and
 - (v) up to ~~five~~six persons nominated by the Company.

***RESOLUTIONS

LP/2 The Conference received the report.

13/2 The Conference adopted Resolution 13/2 in this form:

The Conference consents to the revisions to the Articles of Association for the Methodist Independent Schools Trust as set out in the Report subject to the following further revisions:

(1) Add the following definitions in article 16.2 in alphabetical order:

Connexional Council means the body of persons known by that name and constituted under the Deed of Union and the Standing Orders of the Methodist Church;

Connexional Council Trustees means those trustees who have been appointed by the Conference on the nomination of the Connexional Council;

(2) Delete the definition of Methodist Council Trustees;

(3) Amend the definition of Connexional Representative to read:

Connexional Representative means an individual who is a senior staff member within the Connexional Team of the Methodist Church with

responsibility for oversight of education and who, at the nomination of the Connexional Council, has been appointed ...

- (4) Delete 'Shebbear College' from Schedule 1 Part 1.