

25. Methodist Schools Property Company (MSPC): Revision to Articles of Association

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The Methodist Schools Property Company (MSPC) propose revisions to its Articles of Association so that governance improvements are delivered. The changes are administrative in nature. Approval for these changes has been obtained from the Methodist Independent Schools Trust (MIST) which is the sole corporate member of MSPC.

Meeting arrangements

The main reason for the change is that Articles 4.3 previously required one in-person meeting per annum. Given the geographical spread of MIST directors and the nature of business to be transacted, this is easily undertaken through online meetings.

Conduct of business

To facilitate the efficient discharge of routine business, Article 4.5 has been amended so that trustee written resolutions are approved by simple majority. This reflects the same decision-making and quorum threshold as that of decisions taken in a meeting.

The amendment to Article 14.1 adopts the connexional Legal Team's helpful advice on evidencing Conference resolutions.

List of schools

The Articles needs to be updated to reflect:

- a) The Acquired Schools descriptive grouping is no longer required,
- b) Shebbear College, Kingsley School are no longer in the group, and
- c) Moorlands School and Lorenden Preparatory School can be reclassified as trust schools.

General

Housekeeping updates will be made for any consequential renumbering that is required. Any superseded clauses and definitions will be deleted.

REVISED ARTICLES

The following table sets out:

- a) the revised articles, and
- b) the draft special resolution that will be put to the Trustee Board of the Methodist Independent Schools Trust, which is the sole corporate member of MSPC, on receipt of approval from the Conference.

Clause	Provision
4.3	A meeting of the Trustees may be held either in person or by suitable electronic

Clause	Provision
	means agreed by the Trustees in which all participants may communicate with all the other participants.

4.5	Any issue may be determined by:
4.5.1	A simple majority of the votes cast at a meeting (other than any Conflicted Trustee who has not been authorised to vote), or
4.5.2	A resolution in writing agreed by a simple majority of the Trustees (excluding any Conflicted Trustee who has not been authorised to vote) provided at least one of the Trustees voting in favour is an Independent Trustee. For this purpose the resolution may be contained in more than one document.
14.1	The following matters shall require the consent of the Conference whose consent shall be evidenced by either (a) a resolution signed by the President of the Conference, or (b) a certificate signed by a properly authorised officer of the Methodist Church:
14.1.1	any alteration or variation to the Articles of Association; and
14.1.2	the consideration of any resolution for the Charity's winding up or seeking the appointment of an administrator (unless the Charity shall have become insolvent).
Sch 1	Reclassification of Lorenden Preparatory School and Moorlands School to the 'Part 1 – The Schools' category. Deletion of Kingsley School and Shebbear College. Deletion of 'Part 3 – The Acquired Schools'.
The changes will incorporate consequential renumbering of clauses and the deletion of superseded clauses and defined terms.	

A copy of the Articles, showing these amendments, is available on request.

SPECIAL RESOLUTION TO BE PROPOSED FOLLOWING CONFERENCE APPROVAL

SPECIAL RESOLUTION - 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.

In accordance with Company Law, the updated Articles will be filed at Companies House and the Charity Commission.

*****RESOLUTIONS**

25/1. The Conference received the Report.

25/2. The Conference approved the revisions to the Articles of Association for the Methodist Schools Property Company as set out in the Report.

ADDENDUM

In addition to the revisions set out in the report, the following additional revisions are also proposed.

- All references to "Conference" should be amended to "the Conference".
- The "Deed of Union" should be a defined term, as it is referred to in several places in the Articles.
- The Methodist Church Union Act 1929 was repealed by the Methodist Church Act 1976 and is no longer relevant. The Methodist Church [in Great Britain] is now constituted and governed by the Methodist Church Act 1976 and the Deed of Union of 1932. Various amendments to the definitions are required as a result.

- Clause 14.2 also contains two typographical errors which require correction.

Clause	Provision
5.7	...or to the Conference under these Articles...
13.1	... as the Conference shall resolve provided that preference is given by the Conference to applying such assets...
14	Heading: "Powers reserved to the Conference"
14.2	The Conference may at any time direct by resolution that the properties of the Schools shall instead of being used for the purpose of operating the Schools ~~shall~~ be used otherwise with the ~~provision~~ promotion of the charitable objects of the Methodist Church provided that preference is given by the Conference to the School properties...
15.2	... the Conference means the governing body of the Methodist Church, meeting annually and whose powers and duties are set out in the Standing Orders of the Methodist Church and constituted under and by virtue of the ~~Methodist Church Union Act 1929~~ Methodist Church Act 1976 and the Deed of Union. ... the Deed of Union means the Deed of Union of 1932 executed in pursuance of the Methodist Church Union Act 1929. ... Methodist Church means the denomination formed under the Methodist Church Union Act 1929 and now governed by the Methodist Church Act 1976 and the Deed of Union. ... President of the Conference means the person appointed by the Conference to be the President...