

## 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;

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- 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

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

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.

#### **\*\*\*RESOLUTIONS**

- 13/1. The Conference receives the Report.**
- 13/2. The Conference approves the revisions to the Articles of Association for the Methodist Independent Schools Trust as set out in the Report.**