

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

Contact name and details	Douglas Jones, Group Accountant and Company Secretary Methodist Independent Schools Trust djones@methodistschools.org.uk
---------------------------------	---

Methodist Independent Schools has revised its Articles of Association to allow for the appointment of up to 16 Trustees. This is an increase on the previous maximum number (14 Trustees) and is due to the intensified workload, and to a desire to have formal connexional representation on the Trust Board in the form of a Chair of District Trustee and a Connexional Representative Trustee.

In light of the above changes to the numbers of Trustees serving on the Board, the number required for quorum is increased to six Trustees. The quorum required for Members at the General Meeting is increased to nine.

Additionally, as housekeeping points, the Articles are revised to take into account staffing changes and the departure of two schools from the Group – namely, Kingsley School Bideford and Abbotsholme School (Schedule 1).

Below are the revised sections along with the written resolution of adoption which was unanimously agreed by the Trustees of MIST.

Pending the approval of the Conference and subsequent special resolution passed by the members of MIST, the updated Articles will be filed at Companies House.

Revised Articles

- 3.2 The Trustees, when complete, consist of at least ten and not more than 16 individuals over the age of 18, all of whom must support the Objects and of whom at least 50% 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 five Methodist Council Trustees;
 - 3.4.4 no more than one Chair of District Trustee;

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

3.4.5 no more than one Connexional Representative Trustee; and

3.4.6 no more than five Nominated Trustees

3.6 The Chair, the Methodist Council Trustees, the Chair of District Trustee, the Connexional Representative 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 or a Connexional Representative Trustee may be reappointed for one further additional term of up to three years.

3.8.7 in the case of the Chair of District Trustee ceases to be a Chair of District of the Methodist Church and in the case of a Connexional Representative Trustee ceases to be a senior staff member within the Connexional team of the Methodist Church with responsibility or oversight of education;

4.2 A quorum at a meeting of the Trustees is at least six Trustees or one half of the Trustees (if greater).

4.7 The General Secretary and the Business Director shall be entitled to attend and 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.

9.3 There is a quorum at a general meeting if the number of Members present in person or by proxy is nine.

16.2 Definitions:

Chair of District Trustee means a trustee, who is a Chair of District within the Methodist Church, who has been appointed as Trustee by the Conference on the recommendation of the Chairs of Districts of the Methodist Church or failing such recommendation on the nomination of the Charity.

Connexional Trustee means a trustee who has been appointed as Trustee on the nomination of the Charity and who is a senior staff member within the Connexional team of the Methodist Church with responsibility or oversight of education.

Schedule 1 – The Schools: removal of Kingsley School Bideford
The Acquired Schools: removal of Abbotsholme School

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

Special Resolution to be proposed following approval by the Conference

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

SPECIAL RESOLUTION

Subject to approval by the Methodist Conference:

- (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**

- 19/1. The Conference approves the revision to the Articles of Association for Methodist Independent Schools Trust as set out in the Report.**