

SION COLLEGE

CONSTITUTION, RULES, REGULATIONS AND BYE-LAWS

THE FOUNDATION

Sion College owes its foundation to the Rev. Thomas White DD (ob. March 1st 1624) who by his testament left three thousand pounds "...for the acquisition of a house for the making of a College of Ministers, Rectors (Readers) and Curates within the City of London and the suburbs of the same..." Dr White stipulated three requirements; (1) "sufficient lodging in the fore parts of the College for the clerk"; (2) a hall for the clergy where they could meet socially and "maintaine...love in conversing together"; and (3) an "Almes house". During construction of the latter one of the executors of Dr White's will, namely his kinsman Mr John Simson, arranged and personally financed the addition and subsequent endowment of a library.

THE ROYAL CHARTER

The original constitution of a body corporate and politic by the name of the President and Fellows of Sion College was granted by King Charles the First by Royal Charter dated 3rd July 1630 (The "Original Charter"). By a further Royal Charter dated 20th June 1664 King Charles the Second confirmed the College as a body corporate and politic. This latter Charter was partially revoked by Act of Parliament in 1956 but by a further Act of Parliament in 1981 the 1956 Act was repealed to allow the President and Court of Governors to humbly petition Her Majesty Queen Elizabeth the Second to grant the College a further Supplemental Charter to which Her Majesty was most graciously pleased to accede by letters patent dated 10th February 1983.

QUEEN ELIZABETH THE SECOND'S SUPPLEMENTAL CHARTER

"NOW KNOW YE that we have of Our especial grace, certain knowledge and mere motion granted and declared and do by these Presents for Us, Our Heirs and Successors, grant and declare (notwithstanding anything in the original Charter or the Supplemental Charter to the contrary) as follows:-

1. The principal objects of the College shall be to promote:
 - (a) the charitable purposes of the Church of England;
 - (b) learning, in particular among the Fellows, Members and Associates of the College.
- 1.1 In furtherance of these objects the College shall have power:
 - (a) to promote fellowship among the Fellows, Members and Associates of the College;
 - (b) to provide instruction and to do such other things, including the holding and sponsoring of lectures and discussions, as shall promote learning;
 - (c) to provide, equip and maintain premises (whether by purchase; lease or otherwise);
 - (d) to make available on any terms – including by way of gift or loan or hire or sale at a less than market rent or price – all or any of the books, pamphlets, or

other material or information belonging to the College and whether printed, written or recorded in any medium, to any one or more charitable bodies established for:

- (i) any of the charitable purposes of the Church of England; or
 - (ii) the promotion of learning
- upon such terms and conditions, if any, as the Court of Governors shall in their discretion think fit, provided that no exercise of the discretion under this power shall be permitted which would cause any assets of the College to be applied for other than exclusively charitable purposes;
- (e) to accept legacies, gifts, and benefits and to undertake any conditions attached thereto;
 - (f) to buy, sell, lend, take and let on hire, lease and publish literature and books in printed form or microfilm, in sound and visual recording or in any other medium;
 - (g) to raise funds for the College;
 - (h) to buy, sell, let, take on lease and develop land and buildings for the College;
 - (i) to give guarantees to Building Societies whether in pursuance of continuing arrangements or not;
 - (j) to borrow money on such terms as thought fit;
 - (k) to pay and provide pensions for staff and their dependants;
 - (l) to engage in other charitable activities.”

2 The Visitor of the College shall be the Lord Bishop of London for the time being. His duties shall be as prescribed in the Statutes.

3 The College shall consist of Fellows and shall be those persons designated as such in the Statutes. Fellows may be removed in accordance with and shall have the rights and privileges set out in the Statutes.

4 The College shall have the right to appoint Members and Associates in accordance with the provisions of the Statutes.

5 The first Fellows, Members and Associates of the College as hereby reconstituted shall be those persons who are respectively the Fellows, Members and Associates of the College at the date hereof.

6 There shall be a President, an Immediate Past President and a Treasurer. The President and the Treasurer shall each be elected in accordance with the Statutes. The Immediate Past President shall hold office as prescribed in the Statutes. The President, the Immediate Past President and the Treasurer at the date of this Our Charter shall respectively hold office until the conclusion of the day of the next Annual General Meeting of the College.

7 The property and affairs of the College shall be administered by a Court of Governors consisting of such Fellows appointed or elected in such manner and holding office for such period and on such terms as to appointment or election and otherwise as are prescribed in the Statutes. The first members of the Court of Governors of the College as hereby reconstituted shall be those persons who are members of the Court at the date hereof and they shall hold office until the conclusion of the day of the next Annual General Meeting of the College.

8 The affairs of the College shall be managed and regulated in accordance with the provisions of this Our Charter and of the Statutes set forth in the Schedule hereto. The said Statutes may from time to time be revoked, amended or added to by the College in General Meeting by resolution passed by not less than two-thirds of the Fellows entitled to vote and present and voting on such resolution. Provided that no such revocation, amendment or addition shall have any force or effect if it be repugnant to any provisions of this Our Charter or until the same has been submitted to and approved by the Lords of Our Most Honourable Privy Council (of which approval a Certificate under the hand of the Clerk of Our said Privy Council shall be conclusive evidence).

9 The Court of Governors may from time to time make such Bye-laws as they think fit for the purpose of carrying any Statute into effect or otherwise for regulating the affairs of the College and may revoke, amend or add to any such Bye-laws. Provided that no such Bye-laws shall be in any way inconsistent with any of the provisions of this Our Charter or of the Statutes.

10 The income and property of the College, whencesoever derived, shall be applied solely towards the promotion of its objects as set forth in this Our Charter as revoked, amended or added to in the manner hereinafter provided and no Fellow, Member or Associate shall as such have any personal claim on any of the said income or property. No part of the income or property of the College shall be paid or transferred directly or indirectly by way of dividend, bonus, or otherwise howsoever by way of profit to the Fellows, Members or Associates, provided that nothing herein contained shall prevent the payment in good faith to any Fellow, Member or Associate or to any other person in return for services rendered to the College or the payment in good faith of expenses incurred by any such persons in providing such services or the payment of interest at a property commercial rate on money borrowed from any such person or any payment becoming due under or by virtue of any indemnity given by the College to any officials or servants or to any Fellow, Member or Associate in accordance with the Statutes. No member of the Court of Governors shall receive any remuneration in respect of his services as a member of the Court or as a member of any committee or sub-committee of the Court other than expenses incurred in providing such services.

11 The College in General Meeting may from time to time revoke, amend or add to the provisions of this Our Charter by resolution passed by not less than two-thirds of the Fellows entitled to vote and present and voting on such resolution and any such revocation, amendment or addition shall when allowed by Us, Our Heirs and Successors in Council become effectual so that this Our Charter, the Original Charter and the Supplemental Charter shall thenceforth continue and operate as though they had been originally granted and made accordingly. No such revocation, amendment or addition shall be made which would cause the College to cease to be a charity in law. This provision shall apply to this Our Charter, the Original Charter and the Supplemental Charter as revoked, amended or added to in the manner aforesaid.

12 The College in General Meeting may with the sanction of not less than two-thirds of the Fellows entitled to vote and present and voting thereat surrender this Our Charter, the Original Charter and the Supplemental Charter subject to the sanction of Us, Our Heirs and Successors in Council and upon such terms as We or They may consider fit and wind up or otherwise deal with the affairs of the College in such manner as shall be directed by such General Meeting or in default of such direction as the Court of Governors shall think

expedient having due regard to the liabilities of the College for the time being and if, on the winding-up or dissolution of the College, there shall remain, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid or distributed among the Fellows, Members or Associates of the College or any of them but shall, subject to any special trusts affecting the same, be given and transferred to some charitable body or bodies having objects similar to the objects of the College and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the College by this Our Charter, such body or bodies to be determined by the Court of Governors at or before the time of the dissolution.

AND WE do for Ourselves, Our Heirs and Successors grant and declare that these Our Letters or the enrolment thereof shall be in all things valid and effectual in law according to the true intent and meaning of the same and shall be taken construed and adjudged in the most favourable and beneficial sense and for the best advantage of the College as well in Our Courts of Record as elsewhere notwithstanding any non-recital, mis-recital, uncertainty or imperfection in this Our Charter.

IN WITNESS whereof We have caused these Our Letters to be made Patent.

WITNESS Ourselves at Westminster the tenth day of February in the 32nd year of Our Reign.

**BY WARRANT UNDER THE QUEEN'S
SIGN MANUAL**

STATUTES

DEFINITIONS

1. In these Statutes, unless the subject or context otherwise requires:-
 - (a) "the Charters" means the Royal Charters granted to the College in the years 1630, 1664 and 1982;
 - (b) words and expressions defined in the Charters shall have the like meaning in these Statutes;
 - (c) "the College" means Sion College as incorporated by the Charters;
 - (d) "the Court" means the Court of Governors of the College;
 - (e) words importing the singular only shall include the plural and vice versa. Words importing the masculine gender only shall include the feminine gender.

(a) to adjudicate upon any appeal made to him by a Fellow who has been suspended under these Statutes;

(b) to consider and determine any other matter referred to him by the Court.

In any such matter, the Visitor may act by a commissary.

FELLOWS

3. The holders of the following offices shall *ex officio* be Fellows so long as they hold such office or until they are suspended in accordance with these Statutes that is to say the incumbents or those holding incumbent status in the following parishes and guild churches:-

VISITOR

2. The duties of the Visitor shall be:-

Deanery of the City

All Hallows by the Tower

St. Andrew by the Wardrobe

St. Andrew Undershaft
St. Bartholomew the Great
St. Bartholomew the Less
St. Botolph without Aldgate
St. Botolph without Bishopgate
St. Bride Fleet Street
St. Clement Eastcheap
St. Edmund the King
St. Giles Cripplegate
St. Helen Bishopgate
St. James Garlickhythe
St. Magnus the Martyr
St. Margaret Lothbury
St Mary at Hill
St. Mary le Bow
St. Michael Cornhill
St. Olave Hart Street
St. Peter upon Cornhill
St. Sepulchre
St. Stephen Walbrook
St. Vedast Foster Lane
All Hallows London Wall
St. Andrew Holborn
St. Benet Paul's Wharf
St. Botolph without Aldersgate
St. Dunstan in the West
St. Ethelburga within Bishopsgate
St. Katharine Cree
St. Lawrence Jewry
St. Margaret Pattens
St. Martin Ludgate
St. Mary Abchurch
St. Mary Woolnoth
St. Mary Aldermary

**Deanery of Westminster
(St. Margaret)**

Holy Trinity South Kensington
St. Matthew Westminster
St. Stephen Rochester Row
St. Martin in the Fields
St. Mary le Strand
St. Giles in the Fields
Holy Trinity Kingsway
St. Paul Covent Garden
St. James Piccadilly
St. Anne Soho
St. George Hanover Square
Christ Church Mayfair
St. Gabriel Warwick Square

St. Michael Chester Square
St. Paul Knightsbridge
St. Mary Bourne Street
St. Peter Eaton Square
St. Saviour Pimlico

Deanery of Hackney

St. Leonard Shoreditch
All Saints Haggerston
St. Anne with St. Columba Hoxton
Holy Trinity Hoxton
St. John Baptist Hoxton
St. Chad Haggerston

Deanery of Islington

St. James Clerkenwell
Holy Redeemer Clerkenwell
St. Mark Myddelton Square
St. Clement King's Square

Deanery of South Camden

St. George Bloomsbury
St. Alban Holborn
St. George the Martyr Queen's Square

Deanery of Tower Hamlets

St. Matthew Bethnal Green
St. Barnabas Bethnal Green
St. James the Great Bethnal Green
St. James the Less Bethnal Green
St. John on Bethnal Green
St. Peter Bethnal Green
All Saints, Poplar
Christ Church and St. John, Isle of Dogs
All Hallows Devons Road
St. Mary Bow
St. Paul Old Ford
St. Anne Limehouse
St. George in the East
St. Mary Cable Street
St. Peter London Docks
St. Paul Shadwell
St. Dunstan Stepney
Holy Trinity Mile End
St. Paul Bow Common
St. Peter Mile End
Christ Church Spitalfields

4. The Court may elect the following persons as Fellows:-

- (a) such other ordained bishops, priests and deacons of the Church of England for such period and on such terms as may be determined by the resolution electing them;
 - (b) not more than two laymen (who must each be a communicant member of the Church of England or of some other church in full communion with the See of Canterbury) for such period and on such terms as may be determined by the resolution electing them.
5. The total number of Fellows elected under Statute 4 above shall at no time exceed one-third of the number of persons who are Fellows under Statute 3 above.
 6. The College in General Meeting may elect as Honorary Fellows such persons as may previously have been nominated by the Court for this purpose. An Honorary Fellow shall not be required to pay any dues to the College but shall not be qualified to be elected as a member of the Court or be entitled to receive notice of or attend or vote at any General Meeting of the College. Provided that none of these disabilities shall apply in the case of a person who prior to his election as an Honorary Fellow was a Fellow in his own right.

MEMBERS

7. The Court may elect as Members ordained bishops, priests or deacons of the Church of England or of any other church in full communion with the See of Canterbury.

ASSOCIATES

8. The Court may elect Associates on such terms and for such purposes as prescribed in the Bye-laws.

DUES

9. No fee shall be payable by any person on becoming a Fellow.
10. The Court may provide in the Bye-laws:-
 - (a) for the payment of a fee by a person on election as a Member or Associate;
 - (b) for the payment of a subscription or other form of charge by a Fellow, Member or Associate for the use of specified facilities provided by the College.

REGISTER

11. The Court shall maintain a Register of the names and addresses of the Fellows, Members and Associates. It shall be the duty of every person on becoming such to give to the Court an address in the United Kingdom as his registered address.

SUSPENSION AND RESIGNATION

12.
 - (a) The Court may:-
 - (i) for due cause suspend any Fellow, Member or Associate for such period as may be determined by the resolution suspending him;
 - (ii) reinstate any person previously suspended.
 - (b) Any Fellow suspended by the Court under this Statute shall have a right of appeal to the Visitor. The decision thereon of the Visitor (who may act by a commissary) shall be final and binding upon the College and upon the Fellow suspended.
 - (c) During any period of suspension a Fellow, Member or Associate shall not be entitled to any of the rights in relation to the College to which

he would otherwise have been entitled.

13. Any Honorary Fellow elected under Statute 6 above and any Member or Associate may resign as such upon such written notice to the Court as the Bye-laws may from time to time prescribe.

PRESIDENT

14. At the Annual General Meeting in every year, the Fellows shall elect one of their number to be President. He shall take office at the conclusion of the day of the meeting at which he was elected and shall hold office until the conclusion of the day of the next Annual General Meeting.
15. In the event of a casual vacancy in the office of President during the year, the Court shall appoint one of its number to act as President until the conclusion of the day of the next Annual General Meeting.

IMMEDIATE PAST PRESIDENT

16. The Fellow who was President until the conclusion of the day of the Annual General Meeting in each year shall be the Immediate Past President until the conclusion of the day of the next Annual General Meeting.
17. In the event of a casual vacancy in the office of Immediate Past President during the year, the Court shall appoint one of its number who has held the office of President to act as Immediate Past President until the conclusion of the day of the next Annual General Meeting.

COURT OF GOVERNORS

18. The Court shall (except in the case of the Immediate Past President) be

elected by the Fellows at the Annual General Meeting in each year and shall consist of the following Fellows each of whom shall prior to the meeting have given his written assent to act as such:-

- (a) The President.
- (b) Two Deans each of whom shall have been a member of the Court for not less than one year.
- (c) Four Assistants.
- (d) The Immediate Past President.
- (e) Two other Fellows who have previously been President.
- (f) The two lay persons elected as Fellows under Statute 4(b).

19. The members for the time being of the Court may act notwithstanding any vacancy in the Court. Provided always that in case the members shall at any time be or be reduced to less than eight in number it shall be lawful for the remaining members of the Court to act as such in emergencies or for the purpose of filling vacancies in the Court or of summoning a General Meeting of the College but not for any other purpose.

20. The whole of the Court shall retire at the conclusion of the day of the Annual General Meeting in each year but, if otherwise qualified, shall be eligible for re-election provided that no Past President elected under Statute 18 (e) shall hold office for longer than five years continuously.

21. A member of the Court shall *ipso facto* vacate office if he ceases to be a Fellow or if by written notice to the President he resigns office. Provided that if the person so ceasing to be a Fellow is the President or the Immediate Past President he shall not without his prior consent in writing vacate office until the conclusion of the day of the next Annual General Meeting.

TREASURER

22. After the election of the Court at each Annual General Meeting, the Fellows shall elect a member of the Court (other than the President and the Immediate Past President) as Treasurer for the ensuing year. He shall take office at the conclusion of the day of the meeting at which he was elected and shall hold office until the conclusion of the day of the next Annual General Meeting.
23. In the event of a casual vacancy in the office of Treasurer during the year, the Court shall appoint one of its number to act as Treasurer until the conclusion of the day of the next Annual General Meeting.

POWERS OF THE COURT

24. Subject to the Charters and these Statutes, the direction, control and management of the affairs of the College shall be vested in the Court which may, for these purposes, exercise all the powers of the College other than those which are required by the Charters or by these Statutes to be exercised by the College in General Meeting. For the purposes aforesaid, the Court may make such Bye-laws as it deems necessary or expedient.

COMMITTEES

25. Subject to the Charters and these Statutes, the Court may delegate any of its powers to committees consisting of such persons as the Court thinks fit. The President shall, if he is a member thereof, be the Chairman of each such committee. If he is not, the Court shall appoint a Chairman for such period as it shall determine. In the case of an equality of vote on any such committee, the Chairman shall have a second or casting vote.

26. The Court may revoke any powers granted to a committee and may discharge any committee in whole or in part.
27. Any committee may, if so authorised by the Court, delegate any of its powers to a sub-committee, which shall conform to any regulations imposed on it by its appointing committee.

PROCEEDINGS OF THE COURT

28. The Court shall meet at such times and place as it deems expedient but shall meet not less than four times in every year. A meeting of the Court shall be held on the requisition of the President or of any three other members of the Court.
29. The President or, in his absence, the Immediate Past President shall preside at meetings of the Court. In the absence of both of them, the Chairman shall be the most senior present among the Deans and Assistants.
30. A quorum of the Court shall be four members personally present.
31. Every question at a meeting of the Court shall be determined by a majority of the votes of the members present. In the case of an equality of votes, the Chairman shall have a second or casting vote.
32. Minutes of the proceedings of every meeting of the Court and of the attendance of the members of the Court thereat shall be recorded in a book kept for that purpose and shall be signed by the Chairman of the meeting at which they are read.

33. Every such minute when signed shall in the absence of proof of error therein be considered a correct record of the proceedings.
34. The members of the Court may act and exercise all their powers notwithstanding any defect in the qualification or appointment of all or any of them.

STAFF

35. The Court may appoint such officials, servants, or agents as it deems necessary and on such terms as it shall determine and may remove any such persons.
36. The Court may make such provision for the remuneration of any person (including any Fellow who is not a member of the Court and including provision for superannuation) as it thinks fit for services actually rendered to the College. Provided that no remuneration shall be paid to any member of the Court.

ACCOUNTS AND AUDIT

37. The financial affairs of the College shall, under the general direction of the Court, be under the control of the Treasurer who shall manage the same with a Finance Committee appointed by the Court. The Court shall have power to appoint to such committee such other persons and on such terms as it thinks fit and to remove the same. Provided that a majority of such committee shall always be members of the Court. The Honorary Auditors shall be members of such committee.
38. The Treasurer shall be Chairman of the Finance Committee and, in his absence, the members present shall appoint a Chairman from the other members of the Court present on such committee.

39. The Finance Committee shall keep proper books of account of the College and shall cause the Treasurer to submit to the Annual General Meeting in every year a statement of income and expenditure and a balance sheet made up to a date not more than six months prior to the date of the meeting together with the report of the auditors thereon. A copy of the accounts and report shall be available to every Fellow. Proper books of account shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the College's affairs and to explain its transactions.

INDEMNITY

40. The members of the Court, members of Committees and officials and servants of the College shall be indemnified by the College from all losses and expenses incurred by them in or about the discharge of their respective duties unless arising from their own wilful default.
41. No member of the Court or of a Committee or any official or servant of the College shall be liable for any other member of the Court or for any committee official or servant of the College or for joining in any receipt or other act for conformity or for any loss or expense happening to the College unless arising from his own wilful default.

INVESTMENTS

42. All moneys of the College not immediately required for the purposes of the College may be invested:-
- (a) in the purchase of land or any interest therein;
 - (b) in the purchase of securities quoted on any recognised Stock Exchange in any part of the world;

- (c) in the purchase of any other personal property;
 - (d) in the making of loans with or without security;
 - (e) in deposits with any banker, public authority, institution or company whose normal business includes the acceptance of such deposits;
 - (f) in the purchase of any investments authorised under the Trustee Investments Act 1961 as amended from time to time;
- and the Court may from time to time vary such investments.

43. In any case where the Court thinks fit, investments may be made in the name of a nominee or trustees instead of in the name of the College.

GENERAL MEETINGS

44. The Annual General Meeting of the College shall be held once in every year on the fourth Tuesday after Easter (or on such other day as the President may determine) at such place as the Court may determine and not more than fifteen months after the previous Annual General Meeting to transact the following business:-
- (a) to receive the annual report of the Court;
 - (b) to receive the annual accounts of the College and the Auditors' report thereon;
 - (c) to elect a President;
 - (d) to elect members of the Court;
 - (e) to elect a Treasurer;
 - (f) to elect Auditors, who shall be qualified in accordance with the Companies Acts 1948 to 1981;
 - (g) to elect two or more Fellows as Honorary Auditors;
 - (h) to elect an Honorary Librarian.

Any other business to be transacted at an Annual General Meeting and all business to be transacted at an Extraordinary

General Meeting shall be deemed special business.

- 45. All General Meetings other than Annual General Meetings shall be Extraordinary General Meetings.
- 46. Any Fellow wishing to bring before the Annual General Meeting any motion not relating to the ordinary business of the meeting shall give notice in writing of such motion to the President. Such motion shall come before the next Annual General Meeting of the College unless such notice is received by the President between the giving of notice of an Annual General Meeting and the date of such meeting in which case such motion shall (unless the President otherwise directs) come before the next General Meeting.
- 47. An Extraordinary General Meeting may be called at any time by the Court and shall be called by the President on a requisition addressed to him specifying the business to be considered and signed by not fewer than five members of the Court or by not fewer than ten Fellows.
- 48. Every Extraordinary General Meeting shall be held at such time and place as the Court shall appoint but a meeting called on requisition shall be held within three months of the receipt of the requisition by the President in default of which the requisitionists shall themselves be entitled to convene the meeting and to be reimbursed by the College in respect of any reasonable expenses thereby incurred.
- 49. Not less than twenty-one clear days' notice of every General Meeting specifying the time and place of the meeting and, in the case of special business the nature of such business, shall be given to every Fellow. The

accidental omission to give notice or the non-receipt of notice by a Fellow shall not invalidate the proceedings.

50. The only persons entitled to receive notice of or to attend and vote at General Meetings shall be Fellows.

PROCEEDINGS AT GENERAL MEETINGS

51. At all General Meetings, the President (or, in his absence, the Immediate Past President) shall be Chairman. In the absence of both of them, the Chairman shall be the most senior present among the Deans and Assistants. In the absence of any such persons, the Chairman shall be elected by the Fellows present from amongst themselves.
52. Ten Fellows present in person shall (except as hereinafter provided) be a quorum at any General Meeting. Unless a quorum is present within fifteen minutes after the time appointed for the meeting, the meeting shall (unless convened on requisition) stand adjourned for a fortnight and be then held at the same time and place and the business on the agenda paper, but no other, shall then be disposed of by the Fellows present in person or by proxy, who shall constitute a quorum.
53. Thirty Fellows present in person shall be a quorum at any General Meeting convened on the requisition of Fellows. Unless such quorum is present within fifteen minutes after the time appointed for the meeting, the meeting shall be dissolved.
54. The chairman of any meeting may, with the consent of the meeting, adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left

unfinished at the meeting from which the adjournment took place. No notice shall be given of any adjourned meeting unless it is so directed in the resolution for adjournment.

55. Subject to a poll being demanded as hereinafter mentioned, every question to be decided by any General Meeting shall be decided on a show of hands. Provided that if there is more than one nomination for any office to be filled at such meeting, such question shall be determined by a written vote of the Fellows present taken at such meeting. The form of such written vote shall be prescribed in the Bye-Laws.
56. Unless a poll is demanded before or on the declaration of the result of the show of hands by the Chairman or by at least ten Fellows present in person or by proxy, a declaration by the Chairman that, on a show of hands, a resolution has been carried or carried by a particular majority or lost and entry made to that effect in the minutes of the meeting shall be conclusive evidence of the fact so declared.
57. In the case of an equality of votes, either on a show of hands or at a poll, the Chairman of the meeting shall be entitled to a second or casting vote.
58. On a show of hands every Fellow present in person shall have one vote and on a poll every Fellow present in person shall have one vote. No Fellow shall (save as proxy for another Fellow) in any circumstances have more than one vote.
59. No objection shall be made to the validity of any vote except at the meeting or poll at which such vote is tendered. The Chairman shall be the sole and absolute judge of the validity of every vote tendered at any meeting or poll.

60. Regulations regarding the taking of polls and the giving of proxies and all matters incidental thereto shall be prescribed in the Bye-Laws.
61. Every entry in the minute book of the proceedings of General Meetings purporting to be signed by the Chairman of the meeting to which they relate or by the Chairman of a subsequent General Meeting shall be sufficient evidence of the facts therein stated.

COMMON SEAL

62. The Common Seal of the College shall not be affixed to any instrument except by authority of the Court and in the presence of two members thereof. All such instruments shall be signed by such members of the Court.
63. A separate book shall be kept in which shall be entered a short title and description of every instrument to which the Seal is affixed together with the date of the minute authorising the same. Such entry shall be signed by the members of the Court who attest the execution of the document.

NOTICES

64. Any notice or other document required to be given to a Fellow, Member or Associate may be given to him personally or by sending it by post to his registered address. Where a notice is sent by post, service thereof shall be deemed to be effected by properly addressing, pre-paying and posting a letter containing the same and to have been effected at the expiration of seven days after such letter was posted.
65. A Fellow, Member or Associate who has failed to give a registered address

shall not be entitled to receive any notice or document. The accidental omissions to send any notice or document to, or the non-receipt of any notice or document by, any person entitled to receive the same shall not invalidate the proceedings at any meeting to which they relate.

66. Any notice or document required to be given to the College or the President thereof may be given by sending it by post to the President at Sion College, Wax Chandlers' Hall, Gresham Street, London EC2V 7AD or such other address as the Court may from time to time designate.

BYE-LAWS
Adopted 12th October 2005

AUTHORITY

1. Chapter 9 of the Royal Charter of 1983 authorises the Court of Governors from time to time to make such Bye-Laws as they think fit for the purpose of carrying any Statute into effect or otherwise for regulating the affairs of the College and may revoke, amend or add to any such Bye-Laws. Provided that no such Bye-Laws shall be in any way inconsistent with any of the provisions of the Charter or Statutes.

MEMBERSHIP

2. **MEMBERS.** An ordained bishop, priest or deacon eligible according to Statute 7 wishing to become a member can submit his or her name to the Court, which is responsible for the election of Members of the College.
3. **ASSOCIATES.** Any person not eligible to be a member wishing to be an Associate may submit his or her name to the Court which is responsible for the election of Associates of the College.
4. **RESIGNATIONS.** Any Honorary Fellow elected under Statute 6 or any Member or Associate may give notice to the Court of Governors of his or her intention to resign from the College. Any outstanding fees or subscriptions due at the date of resignation shall be paid before an application to resign is approved and accepted by the Court.

FEES AND SUBSCRIPTIONS

5. The level of subscription due from each category of membership and the frequency and method of making such subscriptions shall be determined by the Court of Governors from time to time at their discretion. Any change in the level or frequency of subscription shall be notified to all members of the College in writing not less than three months in advance of any such change.

PRIVILEGES OF MEMBERSHIP

6. Participation in such activities and events as may be organised by the Court of Governors, and all other privileges to be enjoyed by Fellows, Members, or Associates, shall be determined by the Court from time to time. Such privileges shall be notified to applicants at the time of their election and any subsequent changes shall be notified to all members.

PROCEEDINGS AT GENERAL MEETINGS

7. **WRITTEN VOTES.** Subject to a poll being required as prescribed in the Statutes every question to be decided by any General Meeting shall be decided on a show of hands. Provided that if there is more than one nomination for any office to be filled at such meeting, such questions shall be determined by a written vote of the Fellows present and taken at such meeting

in accordance with the following rules:

a. Nominations

No nomination to any office on the Court of Governors shall be valid unless made by not less than two Fellows with the written consent of the nominee. Such nomination must be received in writing by the President at least fourteen days before Election Day. It shall be the duty of the President to give at least fourteen days' notice to the Fellows of the last day on which notices of nomination shall be accepted and to prescribe the form of nomination as agreed by the Court of Governors.

b. Eligibility

No Fellow shall be elected to the office of President who has not served at least two years on the Court of Governors, or to the office of Dean who has not served at least one year on the Court of Governors.

c. Attendance of Candidates for Election

Candidates for election to any office must attend the meeting at which they are nominated for election unless they have previously been excused from attending by the President. Such attendance is required in order that they may be questioned by the electorate before a vote is taken on their nomination. The President may only excuse them in exceptional circumstances.

d. Balloting Procedure

- (1) A prescribed form of ballot paper as agreed by the Court of Governors shall be used to record and determine the written votes of each Fellow present at the meeting.
- (2) The President shall appoint two or more Fellows to act as scrutineers of the conduct of a poll and to count the votes cast. The scrutineers shall

deliver a signed record of the result of the poll to the President for declaration to the meeting.

- (3) Scrutineers may each enter a ballot form for the candidate of their personal choice before jointly commencing the scrutiny and count of all votes cast.

e. Vote by Proxy

- (1) Any Fellow who is unable to attend the Annual General Meeting may apply in writing to the President for permission to vote by proxy. Votes by proxy will only be authorised in exceptional circumstances at the discretion of the President.
- (2) If permission is granted in writing by the President the applicant must give prior written notice to the President of the name and appointment of the Fellow personally authorised to vote on his or her behalf at a meeting.
- (3) A Fellow may only act as proxy for one other Fellow.

f. Eligibility for Nomination to a Lower Office

- (1) A nominated candidate who fails to be elected for a superior office shall immediately be eligible for nomination to a lower office at that election without prior notice of nomination in accordance with subparagraph (a) above.
- (2) Any such nominee must be proposed and seconded by two other Fellows present at the meeting before any election to the office concerned.

SENIORITY OF APPOINTMENT AS DEAN OR ASSISTANT

8. Seniority and precedence among the Deans and Assistants respectively shall be determined by the date of their first election to the office of Assistant. In the case of an equality in this respect seniority shall be determined by the date of

their current appointment or election as a Fellow. In the case of an equality in this further respect seniority shall be determined by drawing of lots.

CONDUCT OF MEETINGS

9. The overall conduct of a Meeting shall be in the hands of the Chairman who is the sole interpreter of these Bye-Laws.

PROCEDURE

10. After the accustomed Prayers the notice convening the Meeting and the relevant Requisition, if any were made, shall be read. The Minutes of the last Meeting shall then be read and confirmed. If the Meeting was summoned upon requisition, the President shall then require that one of the requisitionists move, and another second, a motion to be made accordingly to the terms of the requisition. All motions and any amendment to the terms of a requisition must be delivered to the President in writing. Motions and amendments not seconded are lost.

COMMITTEES AND SUB-COMMITTEES

11. Statute 25 authorises the Court to delegate any of its powers to committees and Statute 27 allows any committee if so authorised by the Court to delegate any of its powers to a sub-committee.
12. **Re-Constitution.** Following the election of a new Court committees and sub-committees which have been appointed by the previous

Court shall be subject to re-constitution by the new Court at its discretion.

13. **Extension of Authority.** Committees appointed by the Court under Statute 25 and sub-committees authorised under Statute 27 which are extant at the conclusion of the day of the Annual General Meeting at which a new Court has been elected may continue to exercise their delegated powers until the date of the first meeting of the new Court at which the re-constitution of committees shall be considered, and any business conducted by such committees or sub-committees in the interim shall be presented for approval and ratification by the Court.

FAILURE TO ATTEND FUNCTIONS

14. When any Fellow, Member or Associate has applied to participate in or attend any event or function organised by the College, and has received confirmation that a place has been reserved for him or her, and fails so to attend without giving such notice as may from time to time be published by the Court, s/he is liable to pay the gross rather than the subsidised net cost of his/her place at that event or function.