

SION COLLEGE



CHARTER

[Supplemental Charter granted 24 November 1982

Incorporating amendments granted on:

26 June 1996

10 June 2004

24 April 2018]

SION COLLEGE

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Charter was partially revoked by Act of Parliament in 1956 but by a further Act of Parliament in 1981 the 1956 Act was repealed to allow the President and Court of Governors to humbly petition Her Majesty Queen Elizabeth the Second to grant the College a further Supplemental Charter to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 and Members of the College.
- 1.1 In furtherance of these objects the College shall have power:
 - (a) to promote fellowship among the Fellows and Members 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 accept legacies, gifts, and benefits and to undertake any conditions attached thereto;
 - (e) 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;

- (f) to raise funds for the College;
- (g) to buy, sell, let, take on lease and develop land and buildings for the College;
- (h) to give guarantees to Building Societies whether in pursuance of continuing arrangements or not;
- (i) to borrow money on such terms as thought fit;
- (j) to pay and provide pensions for staff and their dependants;
- (k) to engage in other charitable activities.”

- 2 The Visitor of the College shall be the Lord Bishop of London for the time being. His or her 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 in accordance with the provisions of the Statutes.
- 5 The first Fellows and Members of the College as hereby reconstituted shall be those persons who are respectively the Fellows and Members 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 (i) The income and property of the College shall be applied solely towards the promotion of the Objects.
- (ii) (a) A trustee is entitled to be reimbursed from the property of the charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the College.
(b) A trustee may benefit from trustee indemnity insurance cover purchased at the College's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.
(c) A trustee may not receive any other benefit or payment unless it is authorised by clause 11.
- (iii) Subject to clause 11, none of the income or property of the charity may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the College. This does not prevent a member who is not also a trustee receiving:
- (a) a benefit from the College in the capacity of a beneficiary of the College;
(b) reasonable and proper remuneration for any goods or services supplied to the College.
- 11 (i) No Fellow, Member or connected person may:
- (a) buy or receive any goods or services from the College on terms preferential to those applicable to members of the public;
(b) sell goods, services, or any interest in land to the College;
(c) be employed by, or receive any remuneration from, the College;
(d) Receive any other financial benefit from the College; unless the payment or benefit is permitted by sub-clause (ii) of this clause, or authorised by an order of the Court or the prior written consent of the Charity Commission ("the Commission") has been obtained. In this clause, a "financial benefit" means a benefit, direct or indirect, which is either money or has a monetary value.
- (ii) Scope and powers permitting trustees' or connected persons' benefits
- (a) A Fellow, Member or connected person may receive a benefit from the College as a beneficiary provided that it is available generally to the beneficiaries of the College
(b) A Fellow, Member or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the College where that is permitted in accordance with, and subject to the conditions in, sections 185 to 188 of the Charities Act 2011.
(c) Subject to sub-clause (iii) of this clause a Fellow, Member or connected person may provide the College with goods that are not supplied in connection with services provided to the College by the Fellow, Member or connected person.
(d) A Fellow, Member or connected person may receive interest on money lent to the College at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).

(e) A Fellow, Member or connected person may receive rent for premises let by the Fellow, Member or connected person to the College. The amount of the rent and the other terms of the lease must be reasonable and proper. Any Fellow concerned who is on the Court and therefore a trustee must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.

(f) A Fellow, Member or connected person may take part in the normal trading and fundraising activities of the College on the same terms as members of the public.

(iii) Payment for supply of goods only – controls

The College and its Court as charity trustees may only rely upon the authority provided by sub-clause (ii)(c) of this clause if each of the following conditions is satisfied:

(a) The amount or maximum amount of the payment for the goods is set out in a written agreement between the College and the Fellow, Member or connected person supplying the goods (“the supplier”).

(b) The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.

(c) The Court as charity trustees is satisfied that it is in the best interests of the College to contract with the supplier rather than with someone who is not a Fellow, Member or connected person. In reaching that decision the Court as charity trustees must balance the advantage of contracting with a Fellow, Member or connected person against the disadvantages of doing so.

(d) The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the College.

(e) The supplier does not vote on any such matter and is not counted when calculating whether a quorum of the Court as charity trustees is present at the meeting.

(f) The reason for their decision is recorded by the Court as charity trustees in the minute book.

(iv) In sub-clauses (ii) and (iii) of this clause:

(a) “the College” includes any company in which the College:

(α) holds more than 50% of the shares; or

(β) controls more than 50% of the voting rights attached to the shares; or

(γ) has the right to appoint one or more directors to the board of the company;

(b) “connected person” includes any person within the definition set out in sections 350 to 352 of the Charities Act 2011.

12 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.

- 13 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 or Members 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**

SION COLLEGE 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.

VISITOR

2. The duties of the Visitor shall be:-
 - (a) to adjudicate upon any appeal made to him or her by a Fellow who has been suspended under these Statutes;
 - (b) to consider and determine any other matter referred to him or her 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 of, or those holding incumbent status in the following parishes and guild churches at the time existing:-

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
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
St James the Less 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 as Fellows:-

(a) such other beneficed and licenced bishops, priests and deacons, or other ordained holders of ecclesiastical office 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 lay persons (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 or in sympathy with the Church of England and a member in good standing of a church in Churches together in Britain and Ireland) for no more than three terms of three years, unless varied by the Court.

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 annually 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 to vote at any General Meeting of the College.

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.

DUES

8. No fee shall be payable by any person on becoming a Fellow.
9. The Court may provide in the Bye-laws for the payment of a subscription by a Member or other form of charge by a Fellow or Member for participating in the life of the College.

REGISTER

10. The Court shall maintain an accurate record of the names and addresses of the Fellows and Members in accordance with current Data Protection legislation.

SUSPENSION AND RESIGNATION

11.
 - (a) The Court may:-
 - (i) for due cause suspend any Fellow or Member for such period as may be determined by the resolution suspending him or her;
 - (ii) reinstate any person previously suspended;
 - (iii) for due cause withdraw a membership or a Statute 4 or Statute 6 Fellowship.
 - (b) Any Fellow or Member 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 or Member suspended.
 - (c) During any period of suspension a Fellow or Member shall not be entitled to any of the rights in relation to the College to which he or she would otherwise have been entitled.
12. Any Honorary Fellow elected under Statute 6, or Fellow elected under Statute 4 above and any Member may resign as such upon such written notice to the Court as the Bye-laws may from time to time prescribe.

PRESIDENT

13. At the Annual General Meeting in every year, the Fellows shall elect one of their number to be President. He or she shall take office at the conclusion of the day of the meeting at which he or she was elected and shall hold office until the conclusion of the day of the next Annual General Meeting.
14. 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

15. 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.
16. 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

17. 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 or her 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).
18. 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.
19. 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 17 (e) shall hold office for longer than five years continuously. The Immediate Past President shall not stand in the year following except at the explicit invitation of the Court.
20. A member of the Court shall vacate office if he or she ceases to be a Fellow or if by written notice to the President he or she resigns office. If the person so ceasing to be a Fellow is the President, or the Immediate Past President he or she shall not without prior consent from the Court in writing vacate office until the conclusion of the day of the next Annual General Meeting.
21. Members of the Court may be reimbursed for any reasonable expenses arising as a result of undertaking College business.

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 or she shall take office at the conclusion of the day of the meeting at which he or she 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 or she is a member thereof, be the Chair of each such committee. If he or she is not a member, the Court shall appoint a Chair for such period as it shall determine. In the case of an equality of vote on any such committee, the Chair 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 or her absence, the Immediate Past President shall preside at meetings of the Court. In the absence of both of them, the Chair shall be the Senior Dean or such other person as the meeting shall agree.
30. A quorum of the Court shall be six 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 Chair 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 appropriately recorded and maintained and shall be signed by the Chair of the meeting at which they are agreed.
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 make such provision for the remuneration of any person as it thinks fit for services rendered to the College. Such person may include any Fellow or Member, provided he or she is not a member of the Court and that such remuneration for services shall be in accordance with clause 10 of the Charter. Remuneration and terms of employment of any employee of the College must comply with all employment legislation in force at that time.

ACCOUNTS AND AUDIT

36. The financial affairs of the College shall be under the control and direction of the Court and shall be managed by the Treasurer. The Court shall appoint a Finance Committee to give advice on the control and management of the financial affairs of the College. The Court shall have power to appoint to the Finance Committee such other persons and on such terms as the Court thinks fit and to remove the same, provided that a majority of the members of the Committee shall always be members of the Court. The Treasurer shall be the Chair of the Finance Committee and, in his or her absence, the members present shall appoint the Chair from the other Court members present. The Honorary Auditors mentioned in Statute 42 below shall be members of the Committee.
37. The Treasurer shall ensure that proper books of account of the College are kept and from time to time submit them to the Finance Committee and to the Court for its agreement. The books of account mentioned above must give a true and fair view of the affairs of the College and must explain its transactions. The Treasurer shall also ensure that in every year a statement of income and expenditure and a balance sheet are submitted to the Annual General Meeting together with the report of the independent examiners appointed under Statute 42 below. Such statement and balance sheet ("the accounts") shall be made to reflect income and expenditure up to a date not more than six months prior to the date of the meeting. The accounts together with the report of the independent examiner shall be made available to every Fellow.

INDEMNITY

38. The members of the Court, members of Committees and officials and staff 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 his or her own wilful default.
39. No member of the Court or of a Committee or any official or member of staff of the College shall be liable for any other member of the Court or for any committee, official or member of staff 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 or her own wilful default.

INVESTMENTS

40. 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 Act 2000 as amended from time to time;
- and the Court may from time to time vary such investments.
41. 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

42. The Annual General Meeting of the College shall be held once in every year in Eastertide (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 Independent Examiners, who shall be qualified in accordance with such legislation as is currently in force;
 - (g) to elect two or more Fellows as Honorary Auditors.

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.

43. All General Meetings other than Annual General Meetings shall be Extraordinary General Meetings.
44. 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.
45. 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 or her specifying the business to be considered and signed by not fewer than five members of the Court or by not fewer than ten Fellows. The President must call such a meeting within two months.
46. Not less than twenty-one clear days' notice of every General Meeting specifying the time and place of the meeting 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.
47. Members and Honorary Fellows may attend the Annual General Meeting but may not vote.

PROCEEDINGS AT GENERAL MEETINGS

48. At all General Meetings, the President (or, in his or her absence, the Immediate Past President) shall be Chair. In the absence of both of them, the Chair shall be the most senior present among the Deans and Assistants. In the absence of any such persons, the Chair shall be elected by the Fellows present from amongst themselves.
49. 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.
50. 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.
51. The Chair 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.
52. 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. 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.

53. Unless a poll is demanded before or on the declaration of the result of the show of hands by the Chair or by at least ten Fellows present in person or by proxy, a declaration by the Chair that, on a show of hands, a resolution has been carried or carried by a majority or lost and entry made to that effect in the minutes of the meeting shall be conclusive evidence of the fact so declared.
54. In the case of an equality of votes, either on a show of hands or at a poll, the Chair of the meeting shall be entitled to a second or casting vote.
55. 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.
56. No objection shall be made to the validity of any vote except at the meeting or poll at which such vote is tendered. The Chair shall be the sole and absolute judge of the validity of every vote tendered at any meeting or poll.
57. Regulations regarding the taking of polls and the giving of proxies and all matters incidental thereto shall be prescribed in the Bye-laws.
58. Every entry in the minutes of the proceedings of General Meetings purporting to be signed by the Chair of the meeting to which they relate or by the Chair of a subsequent General Meeting shall be sufficient evidence of the facts therein stated.

COMMON SEAL

59. 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.
60. 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

61. Any notice or other document required to be given to a Fellow or Member may be emailed (provided that the Fellow or Member has confirmed that he or she is willing to receive notice in that form) given to him or her in person or by post to his or her registered address.
62. A Fellow or Member 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.

63. 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 the Sion College address.