

## **BYE-LAWS**

Adopted June 2020

### **AUTHORITY**

- 1 Chapter 9 of the Royal Charter of 1983 authorises the Court of Governors to make from time to time 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 There are two ways in which clergy can participate in the life of the College:
  - a) Membership is open to clergy of the Church of England, and clergy of churches in full communion with the church of England in good standing (serving or retired; stipendiary or otherwise). A subscription is payable. In considering the appropriate size of the membership of the College, the Court of Governors (hereafter referred to as “the Court”) will have due regard to the likely level of participation by members in the life of the College, and in particular the number of members who would qualify for grants by the College. In general, the Court will give priority to applications from London dioceses and those dioceses surrounding London; (and more generally to the dioceses of England). 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.
  - b) Fellowship under Statute 3 – The principal category of fellowship relates to those parishes listed in the Statutes which have foundational and historical links with the College. Care should be taken to ensure that the list of parishes is preserved. Incumbents and team vicars of these parishes are automatically Fellows of the College.
  - c) Fellowship under Statute 4 - This category of fellowship provides for election to a fellowship with voting and election rights. It has been used to reward loyalty or conspicuous service to the College by senior incumbents; or to prepare members for membership of the Court. Such fellowship is usually linked to a particular office or preferment and is not continued when that office or preferment ends. When a Statute 4 Fellow moves, or is preparing to move, the Court will determine whether re-election is appropriate, bearing in mind the original reasons for electing the Fellow.

### **RESIGNATIONS**

- 3 Honorary Fellows whether elected under Statute 4 or Statute 7 or any Member may give notice to the Court 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**

- 4 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 from time to time. Any change in the level or frequency of subscription shall be communicated to all Members of the College not less than one month in advance of any such change.

## **PRIVILEGES OF MEMBERSHIP**

- 5 Participation in such activities and events as may be organised by the Court, and all other privileges to be enjoyed by Fellows and Members, shall be determined by the Court from time to time.

## **PROCEEDINGS AT GENERAL MEETINGS**

- 6 While not forming part of the governing instruments, the Court may take cognisance of the Will of the Founder of the College and especially the following words:

‘I will have the Chefe Governors to be ever the President the two Deanes and fowr of the auncient the Ministers of the saide Colledge for the tyme being...and their Counte Day to be within tenne dayes of Easter warned before for ever and then toe have a convenient dinner....’

- 7 Subject to a poll being required as prescribed in the Statutes, Statute 51 provides that 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 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 the day on which the election is to take place. 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.

b) Eligibility

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

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 those

present before a vote is taken on their nomination. The President may only excuse Candidates in exceptional circumstances.

d) Balloting Procedure

i) A prescribed form of ballot paper as agreed by the Court shall be used to record and determine the written votes of each Fellow present at the meeting.

ii) 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.

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

iv) In pursuance of Statute 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.

e) Vote by Proxy

i) 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.

ii) If a vote by proxy 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.

iii) A Fellow may only act as proxy for one other Fellow.

f) Eligibility for Nomination to a Lower Office

i) A nominated candidate who fails to be elected to a higher office shall immediately be eligible for nomination to a lower office at that election without prior notice of nomination in accordance with sub-paragraph (a) above.

ii) Any such nominee must be proposed and seconded by two other Fellows present at the meeting before any election to the office concerned.

8 In pursuance of Statutes 4 and 6, the Court shall lay before the Annual General Meeting the list of the current honorary fellows together with any elected in the previous year.

## **THE COURT**

9 The Court shall from time to time conduct a Skills Audit of its Members with a view to ensuring the effective governance of the College. So as to take account of the diversity of the College concerning gender, church tradition, age and ethnic origin and in the interests of the future governance of the College, the Court may also request other Fellows and Members of the College to respond to such a Skills Audit.

- 10 The Court shall keep an annual declaration of interests in a common format for governors to list other business and charitable interests. Each meeting of the Court shall begin with a requirement to declare potential conflicts of interest. The President shall determine whether these are of concern and whether the member of the Court concerned should withdraw.
- 11 The Court shall keep a register of connected persons.
- 12 The Court shall prepare and maintain policies and procedures relating to the following matters, which will be subject to regular review:
  - Investment
  - Reserves
  - Banking Mandates
  - Expenses
  - Staff Pensions
  - Gifts and Hospitality
  - Staff, Volunteer and trustee recruitment
  - Staff and volunteer management
  - Staff Disciplinary, Grievance and Appeal Procedure
  - Data Protection
  - Conflict of Interest
  - Risk Assessment
  - Safeguarding
  - Digital and e mail
  - Event Oversubscription
  - Complaints
  - Code of Conduct
13. The Court will not make grants to any of its Members except in the following cases:
  - a) an application by a Member for a grant towards the cost of a retreat or library membership; or
  - b) an application by a Member for a grant towards the cost of study leave or a course.Applications made in accordance with sub-paragraph b) above must be assessed externally by assessors appointed by the Court's Grants Committee.
- 14 When the Court meets in residential conference to assist with programme planning and governance, the venue must demonstrate value for money in terms of distance and relevant facilities (including a chapel).
- 15 The College may, on the nomination of the Court, elect at the Annual General Meeting:
  - a) an honorary Curator to assist the Court in the management of its possessions; and
  - b) an honorary Librarian to assist the Court in its relations with those institutions which retain the former collections of the College.

#### **SENIORITY OF APPOINTMENT AS DEAN OR ASSISTANT**

- 16 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 Deans or Assistants who were elected to the office of Assistant on the same date, seniority shall be determined by the date of their current appointment or election as a Fellow. If in this further respect Deans or Assistants were appointed or elected as Fellows on the same date, seniority shall be determined by the drawing of lots.

## **CONDUCT OF MEETINGS**

- 17 The overall conduct of a Meeting shall be in the hands of the Chair who is the principal interpreter of these Bye-laws.

## **PROCEDURE**

- 18 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 in accordance with Statute 28, 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 amendments 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**

- 19 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.
- 20 At the Court meeting following the Annual General Meeting, Committees shall be appointed (or reappointed) together with their Chairs and with their powers, members and budgets clearly stated together with terms of reference and delegated powers from the Court for that year.
- 21 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.

## **FINANCE: INVESTMENT AND RESERVES**

- 22 The Finance Committee shall be responsible for ensuring that mandates for banking and investment activities are up-to-date.
- 23 The Finance Committee shall maintain and review annually a Reserves policy and an Investment policy to enable the College to carry out its purposes with due and proper consideration for future needs. Both capital and income may be used at any time for the furtherance of the College's aims.
- 24 The Court in instructing its investment managers shall be mindful of any Church of England Ethical Investment Policy or any other policy which the Court deems from time to time to be appropriate.

## **LIBRARIES**

- 25 The College shall seek to ensure that Fellows and Members have access to the books and records which formerly formed part of the College's collections and which are now at Lambeth Palace, King's College, London and the London Metropolitan Archives. This shall include the payment of, or contribution to, library fees. The Court may assist with the costs of the repair and restoration of the collection.

## **FAILURE TO ATTEND FUNCTIONS**

- 26 When any Fellow or Member 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.

## **SUSPENSION AND WITHDRAWAL OF MEMBERSHIP**

- 27 In pursuance of Statute 11, the Court prior to any suspension of a Fellow or Member shall have heed to the following procedure:
- 1) The Court will give notice in writing to the Fellow or Member concerned setting out the complaint in full together with a summary of the related evidence and inviting a response from the Fellow or Member within 14 days.
  - 2) If the Fellow or Member disputes the facts or the evidence on which the complaint is based, he or she must give notice of the same to the Court within 14 days.
  - 3) Thereafter the President and one other member of the Court will meet with the Fellow or Member concerned.
  - 4) The Court will at its next following meeting consider the proposed reply to the Fellow or Member put forward by the President and Court Member after the meeting mentioned in paragraph (3) above, and the Court may agree that fellowship or membership is withdrawn, or that suspension should proceed, or that no further action should be taken.

5) When the Court gives notice to a Fellow or Member in accordance with paragraph (1) above, the Fellow or Member will be informed that in the event of the Court agreeing to a suspension, the Fellow or Member concerned has a right to appeal to the Visitor within twenty-eight days (or to any appointed commissary appointed by the Visitor). The Visitor may confirm, vary, or overrule the decision of the Court.