

## **THE MANCHESTER ACADEMY AND HARRIS COLLEGE: BYE-LAWS**

**Revised: 3 December 2025**

### **I : MEETING OF THE GOVERNING BODY AND COLLEGE OFFICES**

#### **Standing Orders for Governing Body Meetings**

1. Scheduled meetings of the Governing Body will normally be held in 0th, 4th and 8th week of each term.
2. The agenda for any meeting of the Governing Body (except for an emergency meeting summoned in accordance with clause 3(1) of Statute I) shall be circulated by the Secretary of the Governing Body together with any relevant papers to members not less than two clear working days before the date of the meeting.
3. Except for making, amending or rescinding Byelaws (Statute I.1 (3)), appointing a Visitor (Statute II:4) or appointing a Principal (Statute III:3), there shall be a general quorum of seven persons for meetings of the Governing Body.
4. Minutes of all meetings shall be kept by the Secretary of the Governing Body, and shall be circulated to all members of the Governing Body within two weeks of the meeting.
5. Student members entitled to attend the Governing Body meeting under clause 12 below are similarly entitled to be circulated with the minutes and agenda excluding reserved items as defined in clause 9 below.
6. Generally, no Governing Body shall exceed two hours in duration from the scheduled start of the meeting. No contested business may be begun more than two hours after the scheduled start of the meeting, unless specifically permitted under the provisions of Paragraph 11 below.
7. Only agenda items may be voted upon at a Governing Body Meeting, except as indicated in byelaw 8(v) below.
8.
  - (i) The agenda for meetings of Governing Body will be compiled by the Chair for that meeting together with the Secretary.
  - (ii) Regular items on the agenda shall include reports from any Committee of the Governing Body that has met since the previous Governing Body Meeting.
  - (iii) Any member wishing to raise an agenda item (including matters arising from the minutes and proposals coming forward from sub-committees) must submit his/her proposal to the Secretary of the Governing Body by 12 noon five days before the Governing Body is due to meet together with the necessary background information to allow other members to consider the information before the meeting.

- (iv) Student members may also submit agenda items for open business in accordance with paragraph (iii) above.
  - (v) Exceptionally the chair of any meeting of the Governing Body may allow an item where due to an unforeseen circumstance the appropriate notice has not been given. Normally such items will be received for the purpose of information only.
  - (vi) The Chair for any meeting of the Governing Body or its committees may cancel a meeting if no items for the agenda have been received.
9. Items may be treated as reserved business where they relate to either (i) an individual or (ii) sensitive information.
10. (i) Any motion, and any amendment, rider, or addendum to a motion, must be proposed and seconded.
- (ii) An amendment to an amendment must be proposed and seconded, and if passed, shall be incorporated in the original amendment. The amendment thus amended shall be voted upon and if passed shall be incorporated in the original motion. Finally the motion as amended shall be put to the vote.
- (iii) After ten minutes, if the motion “that the question be now put” is moved and seconded a vote upon it must be taken without further discussion. If it is carried the Governing Body must vote immediately upon the particular motion or amendment before it; if it is lost the debate continues and the same closure motion may not be put again for fifteen minutes.
- (iv) If the motion “that the Governing Body proceed to next business” is moved and seconded a vote must be taken without further discussion, and if it is carried the debate on the previous item of business must cease and no vote may be taken on any motion, amendment etc., connected with it.
- (v) Except where otherwise stated below or in the Statutes or the specific provisions of some other Byelaw, the outcome of a vote shall be decided by a simple majority of those present and voting (excluding abstentions). In accordance with Statute I.4, in the event of a tie, the chair of the meeting shall have a casting vote
11. Any proposal to suspend any part of these Standing Orders for the duration of a meeting must be proposed and seconded and carried by a two-thirds majority of those present and voting (not counting abstentions). Under no circumstances may the provisions for a quorum under paragraph 3 be suspended.
12. In addition to the members of Governing Body the following are allowed to attend meetings of the Governing Body:
- (i) Two representative members of the JCR, comprising the President and/or his/her nominee(s).

(ii) Two representative members of the MCR, comprising the President and/or his/her nominee(s).

(iii) Any person with the agreement of a simple majority of the Governing Body.

13. All Governing Body papers are confidential to members of the Governing Body.
14. For the purposes of this Byelaw, a meeting shall comprise either a) a gathering of persons physically present in the room designated as the venue for that meeting, or b) a remote meeting of Governing Body, that may be held by appropriate means agreed between the Principal (or in his or her absence, the deputed Chair of the Meeting) and the Secretary to the Governing Body (or in his or her absence, the person deputed to act in his or her stead). Where a) applies, up to 6 members may participate remotely in the meeting, provided that: i) they are unable to attend in person for unavoidable reasons; ii) they have notified the Secretary (or in his or her absence, the person deputed to act in his or her stead) in advance.

### **College Offices**

15. The College Offices of Vice-Principal, Senior Tutor, Tutor for Graduates, Dean, Dean of Degrees, Secretary of the Governing Body, and Steward of the Senior Common Room will be held for a maximum period of three years unless the Governing Body decides on a different period at appointment or during term of office. College Officers may stand for re-election to any post.

## **II : ADMINISTRATION AND COMMITTEES**

1. It is the responsibility of the Governing Body to set policy and make major decisions. The Day to day running of the College is the responsibility of its officers in consultation with the Principal.
2. The Governing Body shall, inter alia, agree a strategic plan, risk register, annual budget and formal policies under which the College's Officers and Committees shall function.
3. The Governing Body shall agree a schedule of delegation of financial authority, which it shall review annually.

### **General Provisions for Working Groups**

4. The Governing Body may from time to time create Working Groups to consider and provide recommendations on specific matters. The creation, remit, composition and wind-up of such groups shall be formally recorded in the minutes of the Governing Body.

### **General Provisions for Standing Committees of Governing Body**

5. The Governing Body may by Byelaw establish Standing Committees.
6. Any Byelaw establishing a Standing Committee shall define that committee's remit, composition and powers. These may be detailed more fully in Terms of Reference approved by the Governing Body.
7. Except as provided for in Byelaw, Standing Committees shall have power of recommendation only, with power of decision reserved to the Governing Body.
8. The Chair of a Standing Committee defined in this Byelaw shall preside at meetings of that standing Committee, save where the Principal exercises their right under Statute I.4 to preside at a meeting.
9. Memberships of Standing Committees (aside from ex officio memberships) shall normally be held for a term of three years, renewable for a further term of three years.
10. In appointing and renewing members of Standing Committees, the Governing Body shall have regard to continuity of experience on any given committee.
11. For the purposes of this Byelaw:
  - (i) An External Fellow is a member of the Governing Body who does not hold an employed position in the College or the University.
  - (ii) An External Member is an individual who is neither a member of the Governing Body, nor holds an employed position in the College or the University.
12. Where a vacancy occurs in a Standing Committee membership which is appointed by Governing Body, the Principal, acting in consultation with the Chair of the Committee in question, and the Secretary to Governing Body, shall nominate to Governing Body an individual to fill each vacancy. Governing Body may vote to confirm or decline such nominations.
13. Decisions shall be by a majority of Committee members present and voting. Subject to the Committee's being quorate, in the event of an equality of votes the Chair of the Committee shall have a casting vote in addition to their ordinary vote.
14. A Committee shall have a quorum if the number of voting members present is not less than half the number of voting members of the Committee.

15. Minutes and material working papers of all meetings of Standing Committees shall be submitted to the next Governing Body meeting following the meeting of the Committee. In scheduling meetings of a Standing Committee, Chairs and Convenors shall have regard for the deadline for Governing Body agenda items at Byelaw 1.8.iii.

### **Remuneration, Risk, Audit and Governance Committee**

16. There shall be a Remuneration, Risk, Audit and Governance Committee, which shall be a Standing Committee of the Governing Body.
17. The Remuneration, Risk, Audit and Governance Committee shall perform the functions of the Remunerations Committee established under Statute VIII.9, and shall also advise the Governing Body on the College's risk management framework, internal controls, audit processes, conflict of interest management processes and other governance arrangements.
18. The Remuneration, Risk, Audit and Governance Committee shall have the power of recommendation. In the event that Governing Body rejects or modifies a recommendation of the Committee, the reasoning for that decision must be recorded.
19. The Remuneration, Risk, Audit and Governance Committee shall be composed of: a Chair, who may be an External Member or a member of Governing Body not employed by the College; two members of Governing Body; two External Members; and the Principal, Bursar, and Secretary to Governing Body as ex officio, non-voting members, who the Chair may absent from the meeting where their own remuneration or benefits are discussed or voted upon.

### **General Purposes Committee**

20. There shall be a General Purposes Committee, which shall be a Standing Committee of the Governing Body.
21. The General Purposes Committee shall support the day-to-day delivery of the College's strategic, financial, and operational objectives. It shall provide a forum in which College Officers may seek advice on matters within their remits, and in which pre-consultation on items to be submitted to Governing Body should take place.
22. The General Purposes Committee shall have no delegated powers of its own but shall advise College Officers on the exercise of their powers. The Committee may also make recommendations to Governing Body on any matter not explicitly assigned to another Standing Committee.
23. The General Purposes Committee shall be composed of the following ex officio members: the Principal (who shall be the Chair), the Vice-Principal (who shall be the Vice-Chair), the Bursar (who shall be the Secretary), the Senior Tutor, the Tutor for Graduates, the Dean, the Tutor for Admissions, the Secretary to Governing Body, the Fellow Librarian, the Domestic Bursar, the Clerk of Works, the Director of Development, and the Steward of the Common Room.

### **Investment Committee**

24. The Investment Committee, whose purpose, composition and powers are described in Byelaw XI, shall be a Standing Committee of the Governing Body.

**Finance Committee**

25. There shall be a Finance Committee, which shall be a Standing Committee of the Governing Body.
26. The Finance Committee shall advise the Governing Body on the College's financial stewardship, budgeting, performance of College investments, and financial risk management. The Committee shall provide scrutiny of financial performance, review and recommend the annual budget and financial statements, monitor treasury and banking arrangements, and advise on capital and estate expenditure.
27. The Finance Committee shall be composed of: a Chair, who shall be a member of the Governing Body; the Principal, Vice-Principal and Bursar ex-officio; and four additional members of the Governing Body, at least one of whom shall be a Tutorial Fellow, and one of whom shall not be an employee of the College.

### **III : GENERAL RULES OF CONDUCT**

1. *General Behaviour.* All members of college shall behave in a reasonable and responsible manner, with consideration for other members of the college. They should refrain from any conduct likely to disrupt the academic, administrative or domestic functions of the college, or which may bring the college into disrepute.
2. *College Property.* No member of college shall damage or deface any property of the college, or occupy the same other than in accordance with its proper purpose.
3. *Freedom of Speech.* Every member of the college shall comply with the provisions of the Code of Practice on Freedom of Speech set out in the Proctors' and Assessor's Memorandum.
4. *Harassment.* Every member of the college shall comply with the provisions of the Code of Practice on Harassment set out in the Proctors' and Assessor's Memorandum.
5. *Offensive Weapons.* No member of the college shall keep any firearm, ammunition or other offensive weapon in college, or in college-controlled accommodation.
6. *Drugs.* The possession, use or sale, by any member of College of any drugs prohibited by English law is strictly forbidden.
7. *Additional Regulations.* Every member of college shall comply with the provisions of the Student Regulations, Disciplinary and Complaints Procedures, and with any additional regulations and procedures laid down in the College Handbook.

**IV : DISCIPLINE OF JUNIOR MEMBERS**

1. The discipline of Junior Members shall follow the procedures stipulated in the Student Regulations, Disciplinary and Complaints Procedures.
2. In cases of minor breaches of the College regulations, the Junior Dean shall have power to impose sanctions, including a fine of up to the amount stipulated in the Student Regulations, Disciplinary and Complaints Procedures.
3. The Dean shall have the authority to impose a fine of up to the amount stipulated in the Student Regulations, Disciplinary and Complaints Procedures. Any higher amount shall require authorisation by the Governing Body.
4. The Dean and/or Junior Dean may temporarily ban students or any of their guests from the college or any part of the college if the Dean or Junior Dean considers this is necessary for the maintenance of order, ensuring the safety or security of the college or any person on the college premises. The Dean shall have power to send a student(s) out of residence (or ban the student(s) from any part of the college premises) for up to eight weeks of full-term. A student may appeal to the Principal in cases where a decision has been made to send a student out of residence. Any decision to ban a student from part of the college or to send a student out of residence for a limited period shall be reported to Governing Body under reserved business.
5. Where the Dean considers that an incident is sufficiently serious (considering the nature of the allegations and how far they can be substantiated; the number of incidents involved and the probable range of sanction) he/she may recommend that the Principal set up a Disciplinary Committee to investigate the breach of college regulations, to impose sanctions and to report to the Governing Body. The Disciplinary Committee shall have such powers as are defined in the Student Regulations, Disciplinary and Complaints Procedures.
6. Any student may appeal to the Dean against any sanction imposed by the Junior Dean who may, at his/her discretion refer the matter to the Disciplinary Committee.
7. The Disciplinary Committee shall operate in accordance with the provisions of the Student Regulations, Disciplinary and Complaints Procedures.
8. A student has a right to appeal in cases where the Disciplinary Committee or Governing Body has made a decision to send down, rusticate, or send out of residence and may be allowed an appeal in other cases at the discretion of the Principal. The procedure for appeals shall be as stipulated in the Student Regulations, Disciplinary and Complaints Procedures.



## **V : DISCIPLINE OF NON-ACADEMIC STAFF**

1. The College shall operate a three-stage disciplinary procedure with respect to non-academic staff. This disciplinary procedure shall be carried out by the Principal, Bursar or Housekeeper. At each stage of the disciplinary process the member of staff shall be afforded a full oral hearing, and may be accompanied by anyone of his/her choice, without restriction on that choice. All warnings shall be removed from the record of employment upon the expiry of twelve months from the date of the last warning.
  - (i) Stage one: oral warning. Where the employee's work or conduct is unsatisfactory, an oral warning shall be given to the employee and recorded on the employment record. It should be made clear to the employee that this is the first formal stage of disciplinary proceedings.
  - (ii) Stage two: first written warning. If after the oral warning the employee persists in the conduct about which the oral warning was given, a warning shall be given in writing and recorded on the record of employment.
  - (iii) Stage three: second written warning. If after the first written warning the employee persists in the same conduct, a second warning shall be given in writing, clearly stating the penalty which would be imposed should the conduct continue. The warning shall be recorded on the record of employment.
2. Dismissal or suspension shall not be entertained until the employee has received the warnings described above, except in the case of gross misconduct.
3. No member of the non-academic staff shall be dismissed or suspended except by the Governing Body; except that the Principal or Bursar shall have the power to immediately dismiss or suspend anyone for gross misconduct, subject to his/her seeking and obtaining ratification from the Governing Body within a month.
4. Any member of the non-academic staff whose conduct is to be considered by the Governing Body shall be notified in writing of the nature and details of the misconduct alleged against him/her. Accompanied by anyone of his/her choice, without restriction on that choice, he/she shall be entitled to speak on his/her own behalf before, and/or make a written submission to, the Governing Body, and shall be notified in writing at least seventy-two hours in advance of the date and time of that meeting of the committee at which he/she is entitled to appear and the written submission if any, to be considered.
5. The following are disciplinary offences to which all employees are subject. In addition, employees may commit disciplinary offences by breaching terms of their particular employment. Offences (a) to (h) may amount to misconduct.
  - (a) unauthorised removal of College property, that is without the permission of a senior member of staff and the knowledge of the habitual user;
  - (b) financial dishonesty;
  - (c) assault upon a member of staff, a student or a visitor to the College;

- (d) being under the influence of alcohol;
- (e) gross indecency;
- (f) absence from work without an acceptable reason for more than five working days;
- (g) harassment or misconduct within the College precincts;
- (h) deliberate damage to College property;
- (i) smoking where food is prepared and served, in the College libraries, and in designated no-smoking areas;
- (j) failure to comply with the College's health and safety and food hygiene policies, in particular with respect to taking proper safety measures, wearing protective clothing provided, reporting defects, and recording accidents in the accident book in the bursary;
- (k) inadequate performance of the employee's duties or refusal to obey proper instructions of a superior;
- (l) unsatisfactory appearance or abusive language or behaviour;
- (m) unpunctuality.

**VI : ACADEMIC ARRANGEMENTS AND DISCIPLINE**

1. All student admissions to the College must endorsed by the Governing Body under Statute X.3.
2. All requests for intercalation shall be handled in accordance with the provisions of Student Regulations, Disciplinary and Complaints Procedures.
3. All junior members must satisfy the Governing Body of their industry and progress in accordance with the academic expectations set out in the Student Regulations, Disciplinary and Complaints Procedures. Serious or persistent failure to do so will trigger the academic disciplinary procedures set out in the Student Regulations, Disciplinary and Complaints Procedures.
4. The Governing Body must be informed if it is intended that a student is to be set a penal collection or issued with a formal warning of the possibility of a suspension on grounds of academic failure or wilful incompetence.
5. Except in cases where University Regulations require a student to discontinue no student may be sent down on academic grounds other than in accordance with the provisions of the Student Regulations, Disciplinary and Complaints Procedures. In such cases where a student cannot continue because of University Regulations it shall be a matter of report.
6. The award of College prizes and scholarships must be approved by the Governing Body on the recommendation of the Senior Tutor.
7. Any candidate for a degree shall send in his/her name to the Dean of Degrees for submission to the University not later than ten days before the ceremony and shall settle any outstanding debts to the college not later than three days before the ceremony.

## **VII : THE SENIOR COMMON ROOM**

1. The **Members** of the Senior Common Room shall be: (i) The Principal and (ii) The fellows of the College who are members of the Governing Body.
2. **Associate Members** shall be
  - i. Those accorded annual and renewable membership by the Governing Body.
  - ii All other fellows of the College who are not members of the Governing Body.
  - iii. The incumbent Director of the Farmington Institute in Oxford, where they have been appointed according to the procedure specified in the memorandum of understanding agreed between the College and the Farmington Trust Limited, dated 8 June 2023.

Particular Associate Members may be designated **Research Members**, which means that in addition to the other benefits of Associate Membership they will be accorded a University Card with College Staff status.

3. **Visiting Members** shall be elected by the Governing Body to temporary membership, up to, but not exceeding the duration of one academic year.
4. **Steward.** There shall be a steward of the Senior Common Room who shall be responsible for the general amenity of the Common Room and who shall summon and preside at Common Room meetings. The Steward shall be appointed by the Governing Body. The Steward shall retain a register of membership and ensure that meetings are minuted.
5. **S.C.R. Room.** The room historically used as the S.C.R. shall not be permanently annexed for any other purpose, nor shall the furniture and the pictures belonging to that room be relocated elsewhere without the prior approval of the steward.

**VIII : THE COLLEGE HARDSHIP FUND**

1. The Hardship Fund shall be administered on behalf of the Governing Body by the Academic Administrator, who will have total discretion over the use of monies given for the Hardship Fund or provided by the Governing Body for the Fund. The Academic Administrator may make grants or loans from the income of the Fund, or loans from the capital of the Fund to students in need.

**IX : THE HONORARY GOVERNORS**

1. All those who are governors of the College on the date the Royal Charter is granted shall be invited to become Honorary Governors of the College.

**X : THE OLD STUDENTS ASSOCIATION**

1. The College shall make provision each year for a reunion of the Ministerial Old Students' Association.
2. The College shall subsidise this reunion to assist ministerial alumni to attend who otherwise would not be able to afford to do so.

## **XI : INVESTMENT COMMITTEE**

### **1. Purpose**

The Investment Committee, on behalf of the Governing Body and in accordance with Clause 3 of Statute VIII, shall (i), formulate an Investment Policy with respect to the Endowment Funds of Harris Manchester College which shall be submitted to and subject to the approval of the Governing Body; (ii), review the Investment Policy at least once a year with any revised investment policy being submitted to and subject to the approval of the Governing Body; (iii), enact the Investment Policy; and (iv), secure adequate experienced advice in respect of such responsibilities either from the members of the Investment Committee or from external parties.

### **2. Composition**

The Investment Committee will comprise the Principal, the Bursar, a member of the academic staff, a person from outside the Governing Body, and not less than two other persons whether or not being members of the Governing Body, who, on the basis of their experience, the Investment Committee believes will be helpful in the discharge of its responsibilities, provided that all such appointments, excepting those who are members by virtue of their office, shall be for such term as may be approved by the Governing Body.

### **3. Powers and Authority**

The Investment Committee on behalf of the Governing Body shall exercise the powers of the Governing Body under Clause 2 of Statute VIII to enact the Investment Policy. All decisions of the Investment Committee shall require a majority in favour of the proposal of at least two thirds of all the members of the Investment Committee.



## **XII: ELECTION AND RENEWAL OF PRINCIPAL**

1. At the first Stated Meeting of the Governing Body in the Trinity Term one year before that in which the office of Principal will become vacant under the provisions of Statute III.2 or III.11, the Governing Body shall fix the date of a Special Meeting to be held not later than Saturday of eighth week of the same Trinity Term.
2. If the Governing Body is informed at any Stated Meeting of the intention of the Principal to resign the Governing Body shall at that meeting or as soon afterwards as is practicable fix the date of a Special Meeting to consider his or her replacement.
3. If a vacancy occurs in the office of Principal otherwise than provided in clause 1 or 2 above the Senior Member of the Governing Body in residence (as defined by Statute IV.10) shall summon a Special Meeting to be held within 14 days of the occurrence, or so soon afterwards as is practicable, provided that if the vacancy shall occur in the month of July, August or September the Special Meeting may be fixed for a day not later than the tenth day of October.
4. The outgoing Principal shall not attend the Special Meeting or any other meeting of the Governing Body or of any committee of the Governing Body convened for the purpose of selecting his/her successor, and shall not take part in any formal aspect of the selection process, but may be consulted and kept informed.
5. The only business on the Agenda of the Special Meeting shall be the appointment of a Principal under Statute III.2-4 and matters directly relating to or arising from it.
6. The Special Meeting shall first establish who is to be the Presiding Fellow for the purposes of electing a new Principal. The duties of the Presiding Fellow shall be to summon and chair all Special Meetings of Governing Body and of any committee of the Governing Body relating to the selection of the new Principal. The Presiding Fellow shall be either:
  - (i) The Senior Fellow in residence as defined in Statute IV.10; or
  - (ii) In the event that the Senior Fellow in residence as stipulated in (i) above is either a candidate for the office of Principal or is otherwise unable or unwilling to act as Presiding Fellow, the Presiding Fellow shall be the next most senior Fellow who is able and willing to act in that capacity.
7. The Special Meeting shall establish a timetable for appointing a Principal. This will typically include:
  - (i) the drawing up of a job specification;
  - (ii) the placing of advertisements;
  - (iii) the closing date for applications;
  - (iv) the date of an initial meeting to discuss candidates;
  - (v) visits by candidates;

The Special Meeting shall also establish the procedure to be followed, including, if desired, the setting up of a Search Committee to carry out such parts of the work as are agreed by Governing Body, save that any job description for the new Principal must be agreed by a Special Meeting of the Governing Body as a whole and that all members of the Governing Body should be given a reasonable opportunity to meet the candidates

prior to the holding of any election. Any Search Committee shall comprise the Presiding Fellow (as Chair) and at least two other members of the Governing Body, appointed by ordinary resolution of the Governing Body.

8. The Special Meeting shall be adjourned from time to time as may be necessary, and at an adjourned meeting normally not later than the eighth week of the third complete Term following the date of the first meeting voting shall take place on the candidates who have been formally proposed and seconded. At least four weeks' notice of this meeting shall be given to all Fellows.
9. The method of election shall use the following voting system –

On the day appointed the Governing Body shall meet in the College. Fellows who are unable to attend in person, and who have notified the Presiding Fellow or the Secretary in advance, stating the name of the fellow who will cast their proxy vote, will be allowed to be present remotely and to vote by proxy. Neither the Presiding Fellow, nor the two Senior Fellows, should be chosen to cast proxy votes. The voting shall be by secret ballot. The votes shall be given in writing to the two Senior Fellows present who are not the Chair of the meeting, with the proxy votes of Fellows who are attending remotely cast by the Fellow previously designated as their proxy. That person in whose favour an absolute majority of those present and voting shall have voted shall be declared to be the successful candidate. If no person voted for has such an absolute majority, the voting shall be repeated until some person obtains an absolute majority; except that where the votes of the electors are divided equally between two persons the meeting shall thereupon be adjourned; and if at the resumed meeting the votes are again so divided, the Presiding Fellow shall have a casting vote.

10. The meeting for the election of the Principal may be adjourned from time to time by a vote of the majority of those present and voting. Where such a meeting is adjourned for more than forty-eight hours, at least twenty-four hours' notice of the resumption of such adjourned meeting shall be sent to every member of the Governing Body entitled to be present at such meeting.
11. At any time during the meeting for the election of the Principal a motion may be proposed and seconded to the effect that the candidate receiving the fewest votes in the next round of the ballot shall be eliminated from all subsequent rounds of voting. The motion may be passed by a simple majority and in the event of a tie the Chair of the meeting shall have a casting vote.
12. On the determination of the successful candidate under the voting procedure, a Motion shall be put from the Chair that this candidate shall be elected as Principal. This Motion shall be deemed to be passed if supported by the majority stipulated in the Statutes of those present and voting in a secret ballot. That candidate will then have been elected to the office of Principal.
13. If there is no successful candidate under the voting procedure, or if the Motion to elect the candidate who is the successful candidate under the voting procedure is not passed by the requisite majority, the Meeting shall be immediately adjourned. It shall reconvene in not less than forty-eight hours, and the process of voting shall be repeated.

14. If a Motion under 12 above is not passed at the adjourned Meeting, the election process will be deemed to have failed and Governing Body will immediately determine a timetable for the consideration of further candidates.
15. If no election has been made within 12 months of the office falling vacant the appointment of a Principal shall lapse to the Visitor in accordance with Statute III.4.

#### Term of Office

16. The initial term of office of the new Principal shall be as determined by the Governing Body, who shall also determine whether the term is renewable. Governing Body may determine this at the beginning of the election process contemplated in clauses 1-15 above, so that notice of the proposed initial term of office can be given to potential candidates and included in any advertisements.
17. Not less than one year prior to the expiry of the Principal's initial or (in a case in which a term has been renewed) subsequent term of office, the Senior Member of the Governing Body in residence (as defined by Statute IV.10) shall summon a Special Meeting of Governing Body to consider whether the Principal's term of office should be renewed.
18. The Principal shall not attend the Special Meeting or any other meeting of the Governing Body or of any committee of the Governing Body convened for the purpose of considering a renewal to his or her term of office, other than by invitation of the Presiding Fellow.
19. The only business on the Agenda of the Special Meeting provided for in clause 17 shall be the extension of the Principal's term of office and matters directly relating to or arising from it.
20. The Special Meeting shall first establish who is to be the Presiding Fellow for the purposes of considering the renewal or otherwise of the Principal's term of office. The duties of the Presiding Fellow shall be to summon and chair all Special Meetings of Governing Body and of any committee of the Governing Body relating to the renewal or otherwise of the Principal's term of office. The Presiding Fellow shall be as defined in Paragraph 6 above. The Special Meeting shall also establish the procedure to be followed.
21. The Special Meeting shall be adjourned from time to time as may be necessary. In particular the Special Meeting shall be adjourned if a motion is proposed, seconded and passed by a simple majority to the effect that the Principal be allowed to make representations to Governing Body on why he or she should be given another term. Where such a meeting is adjourned for more than forty-eight hours, at least twenty-four hours' notice of the resumption of such adjourned meeting shall be sent to every member of the Governing Body entitled to be present at such meeting.
22. On the day appointed (which may the same occasion as the Special Meeting that establishes the identity of the Presiding Fellow and the procedure to be followed) the Governing Body shall meet in the College. Fellows who are unable to attend in person,

and who have notified the Presiding Fellow or the Secretary in advance, stating the name of the fellow who will cast their proxy vote, will be allowed to be present remotely and to vote by proxy. Neither the Presiding Fellow, nor the two Senior Fellows, should be chosen to cast proxy votes. The voting shall be by secret ballot. The votes shall be given in writing to the two Senior Fellows present who are not the Chair of the meeting, with the proxy votes of Fellows who are attending remotely cast by the Fellow previously designated as their proxy. The meeting will determine whether the Governing Body wishes to renew the Principal's term of office and if so for how long and whether the renewed term is itself renewable. A motion either to renew or not renew the Principal's term of office must be passed by a simple majority of those present and voting; except that where the votes of the electors are divided equally the meeting shall thereupon be adjourned; and if at the resumed meeting the votes are again so divided, the Presiding Fellow shall have a casting vote. The quorum for a Special Meeting to determine a renewal of the Principal's term of office shall be the same as that for electing a Principal.

23. The procedure outlined in paragraphs 17 to 22 above shall be employed each time the Principal's term of office would need to be renewed for the Principal to remain in office, provided the current term is expressed to be renewable and unless the Principal has declared an intention (to either the Senior Fellow in residence or the Governing Body as a whole) to quit his or her office at or before the end of his or her current term.

#### Definitions

24. 'Quorum' denotes the number of members of Governing Body who must be physically present at a meeting for a vote to be taken on any business apart for arrangements for an adjournment.
25. 'Present and voting' refers to those members present at a meeting who cast a vote for or against a particular motion or for or against one or more candidates; the number 'present and voting' does not include abstentions.

### **XIII : ELECTION OF VISITOR**

1. The procedure for electing a new Visitor are set out in Statute II. This Byelaw fulfils the requirement in Section 5 of that statute for a Byelaw to stipulate “the procedures to be adopted for the obtaining of the requisite majority if such shall fail to emerge on the first voting.”
2. As stipulated in Statute II.4 the requisite majority for the election of a Visitor shall be two-thirds of those present and voting (unless the Statute be amended to require some other majority, in which case the majority stipulated in the amended Statute shall apply). The phrase “those present and voting” shall be taken to exclude abstentions but to include votes against all the candidates (registered in the ballot by a “none of the above” or NOTA option).
3. If there are three or more candidates for the position of Visitor, and none has secured the requisite majority after the first round of voting, then after each round of voting the candidate with the fewest votes shall be dropped from the ballot and the voting repeated until either one candidate obtains the requisite majority or a vote between the remaining two candidates has failed to secure a two thirds majority for either of them. In the event of a tie for the fewest votes when three or more candidates remain, the Chair of the meeting shall exercise a casting vote to decide which candidate to drop for the next round.
4. If the first round of voting between the two remaining candidates fails to secure the requisite majority for either of them, there shall be a second round of voting between the same two candidates (after further discussion if desired).
5. If the second round of voting between the two remaining candidates fails to secure the requisite majority for either of them, the Chair of the meeting shall propose a motion to elect the candidate with the greater number of votes as the new Visitor (after any further discussion which may be desired). In the event of a tie between the two candidates the Chair shall exercise a casting vote to decide which of the two candidates to propose. If the motion is passed with the requisite majority, the candidate in question shall then be deemed to have been elected as Visitor. If the motion is not passed with the requisite majority the Chair may then propose a motion to elect the other candidate, who shall then be elected if the motion secures the requisite majority.
6. If the procedures laid down in Paragraph 5 fail to secure a successful election, the meeting shall then vote on whether (a) to adjourn the meeting to a later date to make a second attempt to secure the requisite majority for one of the two remaining candidates or (b) to reopen the nominations for the post of Visitor and adjourn the meeting to hold an election between the fresh set of candidates. This vote shall be determined by simple majority with the Chair of the meeting exercising a casting vote in the event of a tie.
7. The voting at any adjourned meeting shall follow the same procedures as before, except that in the event of a failure of an adjourned meeting voting between the same candidates as the preceding meeting to secure the requisite majority for either candidate the meeting shall then vote on whether (a) to elect the candidate who has secured the greater number of votes or (b) to reopen the nominations for the post of Visitor. This vote shall be determined by simple majority with the Chair of the meeting exercising a casting vote in the event of a tie.
8. All voting shall be by secret ballot, with the ballots handed to the Chair of the meeting (as stipulated in Statute II.4). The Chair may appoint one or more tellers from among those present at the meeting to assist with the count.

9. The Chair of any meeting to elect a Visitor shall normally be the Principal. In the event that the Principal is unavoidably absent when the meeting has to take place, the meeting will be chaired by the Vice-Principal or, in his or her absence, the next most senior Fellow available.
10. The term of office of the Visitor shall be as determined by the Governing Body, who shall also determine whether the term is renewable.

#### **XIV : THE JOAN CREWDSON ENDOWMENT**

1. Pursuant to an Agreement dated 10<sup>th</sup> February 2021 between the College and The (Joan) Crewdson Trust (Registered Charity no 1037133) a registered charity established on 3<sup>rd</sup> September 1993 (the Joan Crewdson Trust), which Agreement became effective upon the day following the date on which this Bye Law was approved by the College, the majority of the charitable activities of the Joan Crewdson Trust have been transferred to, and the direct costs of delivering those activities shall be borne by, the College in consideration of the grants made pursuant to the Agreement and in accordance with this Byelaw.
2. The College in the name of the Joan Crewdson Endowment shall undertake activities in furtherance of the charitable objects of the Joan Crewdson Trust in common with the charitable objects of the College (and the parties' common charitable objects are referred to in this Bye Law as "the charitable objects").
3. A conformed copy of the deed establishing the Joan Crewdson Trust shall be kept by the College for the purposes of this Bye Law.

#### **The Crewdson Committee**

4. The College in the name of the Joan Crewdson Endowment shall pursue such activities from year to year under the general guidance of a governing committee (the Crewdson Committee) which shall operate as and in accordance with the statutes governing a sub-committee of the Governing Body.
5. The Crewdson Committee shall:
  - (i) meet at least twice in each calendar year;
  - (ii) be comprised of the Principal of the College ex officio, the Tutor in Theology of the College ex officio, the Bursar of the College ex officio and such other individuals both appointed and for such periods as are jointly approved by the Crewdson Committee and the Governing Body;
  - (iii) appoint from amongst their number a chairman (the Crewdson Chairman);
  - (iv) not receive any remuneration arising from membership, or attendance at a meeting, of the Crewdson Committee;
  - (v) determine, subject to this Byelaw, the conduct of their meetings.
6. The chairman of the Crewdson Committee shall ordinarily be the Principal of the College, who, in accordance with the governing terms of the Joan Crewdson Trust is ex officio a trustee of the Joan Crewdson Trust.
7. The initial members of the Crewdson Committee shall include all the trustees of the Joan Crewdson Trust serving as of the date hereof.
8. The membership of the Crewdson Committee shall include at least two members of the Investment Committee of the College, at least two members of the Finance Committee of the College, and at least two members of the Faculty of Theology and Religion who are not Fellows of the College. The two Investment Committee members and two Finance Committee members need not be four separate individuals and may include individuals who are members of the Crewdson Committee in any other capacity.
9. For so long as the Joan Crewdson Trust continues as an independent entity it shall have the principal duty of sourcing grant applications and forwarding such applications for consideration by the Crewdson Committee.
10. The College shall only make grants and expend funds pursuant to this Byelaw:

- a. upon recommendation by the Crewdson Committee and for the charitable objects, and
- b. out of income, but not from capital nor from capital appreciation, derived from the Joan Crewdson Endowment, and
- c. after having first determined, in advance and in respect of each accounting year, and based on the recommendation of the Crewdson Committee, a charge on the income derived from the Joan Crewdson Endowment, to be included within the management accounts of the College in respect of administrative and overhead costs for that year, such charge being proportionate to the size of the Joan Crewdson Endowment and having regard to the time and resources allocated by the College acting in compliance with its duties pursuant to this Byelaw.

#### The Joan Crewdson Endowment

11. The grants to the College which are made pursuant to the Agreement and all investment income and gains derived therefrom shall be known in the College accounts as the Joan Crewdson Endowment.