

CHARTER OF THE TRUSTEES OF TRINITY COLLEGE
REVISED AND RESTATED ON OCTOBER 19, 2024

Whereas in May 1823, the Senate and House of Representatives of the State of Connecticut, in General Assembly, by legislative enactment, authorized the establishment of a Collegiate Institution named Washington College, for the benefit of the State, as well as to the general interests of literature and science;

Whereas the legislation authorized Thomas C. Brownell, Harry Croswell, Elijah Boardman, Samuel W. Johnson, Birdsey G. Noble, Samuel Merwin, Nathaniel S. Wheaton, Elisha Cushman, Charles Sigourney, Thomas Macdonough, Richard Adams, David Watkinson, Ebenezer Young, Jonathan Starr, Jr., Nathan Smith, John Thompson Peters, Asa Chapman, Elias Perkins, John S. Peters, and Luther Loomis, and their successors to be a body politic and corporate in perpetuity; and

Whereas, in 1835, by further legislative action, the General Assembly approved the petition of the College to change its name to "The Trustees of Trinity College," without change to any of the rights and obligations of the underlying corporation;

Now, therefore, be it Resolved:

I. That The Trustees of Trinity College is constituted as a corporation for the purpose of establishing, operating, maintaining, and conducting in perpetuity an institution of postsecondary education for the provision of collegiate instruction, such instruction to be provided at as high an order and having as many departments as the Board of Trustees shall deem fit and proper. The corporation shall be operated as a not-for-profit organization and for the purpose of engaging in any lawful act or activity relating directly or indirectly to the provision of collegiate instruction for which corporations may be formed under sections 33-1000 to 33-1290 of the Connecticut Revised Nonstock Corporation Act, inclusive, and by such statement all lawful acts and activities shall be within the purposes of the corporation. It shall have no members. It shall neither issue shares of stock nor make distributions. Its principal offices shall be located in the City of Hartford, Connecticut.

II. That the Board of Trustees is, by this Charter of the College, the supreme governing power of the corporation and shall forever hereafter be empowered to exercise all the powers, rights, and privileges conferred upon a board under the Connecticut Revised Nonstock Corporation Act, and shall have the authority to exercise all corporate powers under the authority of, and the activities, property and affairs of, the College, subject to any limitation set forth in this charter. The Board

of Trustees shall be the College's sole fiduciary governing board and shall be the only board authorized by law to act for and in the name of the corporation. Without any limitation upon the foregoing grant of corporate powers, the Board of Trustees shall possess and exercise full power and authority to direct and manage the Funds for the benefit of the College, shall be able in law and equity to sue and be sued, implead and be impleaded, answer and be answered unto, defend and be defended, in all courts and places whatsoever, and may have a common seal, and may change and alter the same at their pleasure; and also shall be able in law to take by purchase, gift, grant, devise, or in any other manner, and to hold any real and personal estate whatsoever, and also to prescribe and direct the course of study, and the discipline to be observed in the said College; and also to select and appoint a President of the said College, and such Professor or Professors, Tutor or Tutors, to assist the President in the Government and education of the Students belonging to the said College, and such other officer or officers as to the said Board of Trustees shall seem meet, all of whom shall hold their office during the pleasure of the Board of Trustees; Provided always, That no President may be dismissed by the Board of Trustees (whether for cause or without), absent the concurrence of at least two-thirds of the whole number of Trustees; and Provided further, That no Professor, Tutor, or officer of the College (other than the President) shall be eligible to serve as a Trustee.

III. That the President of the College, while serving in such office, shall always be, ex officio, but with vote, a member of the Board of Trustees; and that other officers of the Board of Trustees shall be elected by the Trustees in such manner as shall in the Standing Rules be prescribed, to hold office during their pleasure.

IV. That the Board of Trustees shall have power to meet from time to time upon their own adjournment, and so often as they shall be summoned by their Chair or President in such manner as shall in the Standing Rules be prescribed.

V. That the Board of Trustees shall have power and authority to grant all such literary Honors and Degrees as are usually granted by any University, College, or Seminary of learning in this State, or in the United States; and in testimony of such grant, to give suitable Diplomas, under their seal and the signatures of the President and Chair or Vice Chair of the Board, which Diplomas shall entitle the possessors respectively to all the immunities and privileges which, either by usage or by statute, are allowed to possessors of similar Diplomas from any other University, College, or Seminary of learning.

VI. That the Board of Trustees and its successors shall have full power and authority to make all Policies and Standing Rules which to it shall seem expedient for carrying into effect the designs of the College; Provided always, That such Policies or Standing Rules shall not make the religious tenets of any person a condition of admission to any privilege in the College, and that no President, Professor, or other officer shall be made ineligible to be employed at the College

for or by reason of any religious tenet that the individual may profess, or be compelled, by the Policies or Standing Rules, to subscribe to any religious test whatsoever; and Provided also, That none of the Standing Rules as aforesaid shall be inconsistent with the Constitution or Laws of the State, or with the Constitution or Laws of the United States.

VII. That the Funds which may at any time belong to the College now incorporated, shall enjoy the like exemptions from taxation, and the College itself, and its officers, shall enjoy the same privileges and exemptions, as have already been granted, or may hereafter be granted to Yale College, its officers, and its Funds.

VIII. That whenever Funds shall be contributed or secured to the College, to the amount of Thirty Thousand Dollars, and not before, the Board of Trustees may proceed to organize and establish the College in such town in this State as they shall judge most expedient.

IX. That the following provisions shall govern the Board of Trustees of the College, as may be supplemented by the provisions set forth in the Standing Rules and the Policies.

Section I. The activities, property and affairs of the College shall be managed by a Board of Trustees composed of that number of Trustees as set forth in the Standing Rules of the College.

Section 2. The present persons who have been elected to serve as Trustees shall be Trustees of the College, together with such other persons who may be elected from time to time as set forth in the Standing Rules of the College.

Section 3. Trustees Emeriti may be elected by the Board of Trustees in accordance with such provisions as may be prescribed by the Trustees. Such Trustees Emeriti shall serve without voting privileges. The number of such Trustees Emeriti shall be at the discretion of the Trustees, and shall not be counted in the membership limitations of the Board as set forth in the Standing Rules of the College.

Section 4. The Board of Trustees may establish, and at its pleasure alter, rules and regulations as to the manner in which votes for the election of Trustees shall be cast, and such rules and regulations shall be set forth in the Standing Rules or the Policies of the College, and such other policies, rules, and regulations as the Board of Trustees may deem necessary to carry into execution the provisions of this resolution shall also be contained therein.

X. That no Trustee of the College shall be personally liable to the College for monetary damages for breach of duty as a Trustee in an amount that exceeds the compensation, if any, received by

the Trustee for serving the College during the year of the violation if such breach did not (a) involve a knowing and culpable violation of law by the Trustee, (b) enable the Trustee or an associate to receive an improper personal economic gain, (c) show a lack of good faith and a conscious disregard for the duty of the Trustee to the College under circumstances in which the Trustee was aware that the Trustee's conduct created an unjustifiable risk of serious injury or loss to the College, or (d) constitute a sustained and unexcused pattern of inattention that amounted to an abdication of the Trustee's duty to the College.

XI. That the College shall, to the fullest extent permitted by law, indemnify the Trustees for liability (including any obligation to pay a judgment, settlement, penalty, fine or excise tax, or reasonable expenses incurred with respect to any proceeding) to any person for any action taken, or any failure to take any action, as a Trustee, except liability that (a) involved a knowing and culpable violation of law by the Trustee, (b) enabled the Trustee or an associate to receive an improper personal economic gain, (c) showed a lack of good faith and conscious disregard for the duty of the Trustee to the College under circumstances in which the Trustee was aware that the Trustee's conduct or omission created an unjustifiable risk of serious injury to the College, or (d) constituted a sustained and unexcused pattern of inattention that amounted to an abdication of the Trustee's duty to the College.

XII. That any lawful repeal or modification of Article X or Article XI or the adoption of any provision inconsistent herewith by the Board of Trustees of the College shall not, with respect to a person who is or was a Trustee, adversely affect any limitation of liability, right or protection of such person existing at or prior to the effective date of such repeal, modification or adoption of a provision inconsistent herewith.

XIII. That this Charter of the College may be amended by a resolution adopted by not less than two-thirds of the whole number of Trustees, provided that the Charter shall not be amended to permit the College to engage in any activity that would be inconsistent with its status as an organization that enjoys exemption from taxation, as described in Article VIII. Any notice of a meeting of the Board of Trustees at which this Charter is proposed to be amended shall include notice of such proposed action.

XIV. That any provisions of the Standing Rules or the Policies of the College inconsistent with the foregoing resolutions shall be suspended for such time as said resolutions remain in effect.

The amendments and restatement set forth above were duly approved by the Board of Trustees of the Corporation on _____, 2024 in the manner required by sections 33-1140 through 33-1147, inclusive, of the Connecticut Revised

Nonstock Corporation Act and by this Charter (Certificate of Incorporation), and member approval was not required.

This amended and restated Charter (Certificate of Incorporation) consolidates all amendments into a single document.

This amended and restated Charter (Certificate of Incorporation) shall become effective upon filing.