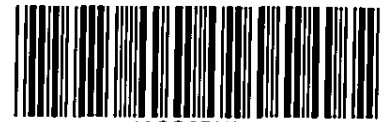


860288

THE COMPANIES ACT 1985

WEDNESDAY



A65 \*ACQ0DH06\* 27/01/2010 209  
COMPANIES HOUSE

**COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL**

**ARTICLES OF ASSOCIATION**

**OF**

**ST. CATHERINE'S BRITISH EMBASSY SCHOOL**

*adopted by Written Resolution of the School passed on 10 June 2002  
and as changed by Special Resolution dated 29<sup>th</sup> March 2004  
and Special Resolution dated 14<sup>th</sup> January 2010*

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**INTERPRETATION**

**1.1 In these Articles:**

"Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force;

"Appointing Body" means the committee of individuals who have the sole authority to appoint and remove the Governors, as further defined in Article 7;

"Articles" means these articles of association of the School;

"Auditors" means the auditors of the School from time to time appointed pursuant to Article 18;

"Chairman" means the chairman of the Governing Body from time to time, appointed pursuant to Article 12 or any other person appointed as a temporary chairman of any meeting;

"Governors" means the directors of the School;

"Governing Body" means the board of directors of the School from time to time;

"Members" means the persons whose names are entered in the Register of Members of the School from time to time;

"Memorandum" means the memorandum of association of the School;

"Registered Office" means the registered office of the School;

"Register of Members" means a register which shall be maintained by the Secretary of the Members of the School;

"School" means St. Catherine's British Embassy School, a company duly incorporated in England under company number 860288, as a company limited by guarantee and not having a share capital, which is registered as a charity in England and Wales with registration number 313909 and which carries on business as a British school in Athens, Greece;

"Seal" means the common seal of the School;

"Secretary" means the secretary of the School or any other person appointed to perform the duties of the secretary of the School, including a joint, assistant, temporary or deputy secretary;

"Treasurer" means the treasurer of the School from time to time, appointed pursuant to Article 12;

"Vice-Chairman" means the vice-chairman of the Governing Body from time to time, appointed pursuant to Article 12.

- 1.2 Words importing the masculine gender only shall include the feminine gender.
- 1.3 Words importing the singular number shall include the plural number and vice versa.
- 1.4 The following phrases when used in these Articles shall bear the following meanings:

"clear days" in relation to the period of a notice means the period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

"executed" includes any mode of execution.

- 1.5 Reference to any provision of the Act shall be construed as a reference to such provision as modified by any statute for the time being in force.
- 1.6 Subject to the aforesaid, any words or expressions defined in the Act shall, if not inconsistent with the subject or context, bear the same meaning in these Articles.

## **MEMBERS**

- 2.1 The number of Members of the School shall not be less than three at any given time and there shall be a maximum number, as determined from time to time by a majority vote of the Governing Body.

- 2.2 Members shall only be admitted as Members of the School upon application (in such form as the Governing Body may require) approved by a majority vote of the Governing Body. Any Member (excluding Members who are Governors or part of the Appointing Body) may be removed at any time, in the sole discretion and by a majority vote of the Governing Body.
- 2.3 A Member may at any time by notice in writing to the School resign his membership and the name of the Member so resigning shall forthwith be removed from the Register of Members and he shall therefore cease to be a Member of the School but he shall be re-eligible for membership. There shall also be removed from the Register of Members the name of any Member who shall die and whose death shall be proved to the satisfaction of the Governing Body.

### **GENERAL MEETINGS**

- 3.1 The School shall hold an annual general meeting each year in addition to any other meetings in that year. Not more than fifteen months shall elapse between the date of one annual general meeting of the School and that of the next. The annual general meeting shall be held at such time and place as the Governors shall appoint. All general meetings other than annual general meetings shall be called extraordinary general meetings.
- 3.2 The Governing Body may at any time call an extraordinary general meeting and, on the requisition of at least two Members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition. If there are not within Greece sufficient Governors to call an extraordinary general meeting, any Governor or any two Members of the School may call an extraordinary general meeting.

### **NOTICE OF GENERAL MEETINGS**

- 4.1 An annual general meeting and a meeting called for the passing of a special resolution shall be called by twenty-one clear days' notice in writing at the least, and a meeting other than an annual general meeting or a meeting for the passing of an ordinary resolution shall be called by fourteen clear days' notice in writing at the least.
- 4.2 The notice shall specify the time and place of the meeting and the general nature of the business to be transacted. The notice convening an annual general meeting shall specify the meeting as such, and the notice convening a meeting to pass a special resolution shall specify the intention to propose the resolution as a special resolution as the case may be.
- 4.3 The notice shall be given to all the Members, the Governors and the Auditors.

- 4.4 A general meeting of the School may be called by shorter notice than that specified in Article 4.1, if it is so agreed :-
- (a) in the case of a meeting called as the annual general meeting by all the Members entitled to attend and vote thereat; and
  - (b) in the case of any other meeting, by a majority in number of the Members having a right to attend and vote at the meeting, being a majority together representing not less than 95 per cent of the total voting rights at that meeting of all the Members.
- 4.5 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

### **PROCEEDINGS AT GENERAL MEETINGS**

- 5.1 No business shall be transacted at any general meeting unless a quorum is present. A quorum shall be ten of the Members entitled to vote being present at the meeting.
- 5.2 If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Chairman may determine.
- 5.3 The Chairman, or in his absence the Vice-Chairman, or in his absence some other Governor nominated by the Governing Body, shall preside as Chairman of the meeting.
- 5.4 A Governor shall, notwithstanding that he is not a Member, be entitled attend and speak at any general meeting.
- 5.5 The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by 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 business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
- 5.6 A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands, a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:
- (a) by the Chairman; or

(b) by at least two Members having the right to vote at the meeting.

- 5.7 Unless a poll is duly demanded, a declaration by the Chairman that a resolution has, on a show of hands, been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- 5.8 The demand for a poll may be withdrawn before the poll is taken, but only with the consent of the Chairman. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.
- 5.9 In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a casting vote in addition to any other vote he may have.

#### **VOTES OF MEMBERS**

- 6.1 On a show of hands, every Member present in person shall have one vote. On a poll, every Member present in person or by proxy shall have one vote.
- 6.2 All Members entitled to vote may be represented by another such Member in general meetings of the School. The authorisation shall be in writing and no Member may represent more than one Member entitled to vote at a general meeting of the School.
- 6.3 No Member shall be entitled to vote at any general meeting unless all moneys then due and payable by him to the School have been paid.
- 6.4 No objection shall be raised to the qualification of any voter except at the meeting or an adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at such meeting shall be valid. Any objection made in due time shall be referred to the Chairman of the meeting whose decision shall be final and conclusive.

#### **THE APPOINTING BODY**

- 7.1 The Appointing Body shall consist of the British Ambassador in Athens from time to time, the Canadian Ambassador in Athens from time to time, and the Australian Ambassador in Athens from time to time who will act respectively as president, and vice-presidents of the School, each of whom will become subscribing Members on appointment.
- 7.2 All three Ambassadors in their sole discretion shall, by unanimous agreement, have the option to appoint and remove two other persons from

the Athens international business community, to serve on the Appointing Body, each of whom shall become subscribing Members on appointment. Any person removed from the Appointing Body by the Ambassadors pursuant to this Article shall, on the date of such removal, be deemed to cease to be a Member of the School.

- 7.3 The Appointing Body will be the sole authority for the appointment and removal of Governors, and from among them the Governors who will serve as Chairman, Vice-Chairman and Treasurer.

## **THE GOVERNING BODY**

- 8.1 The Governing Body shall consist of twelve Governors, who shall be appointed by the Appointing Body by unanimous agreement.
- 8.2 Without prejudice to the unfettered right of nomination given by Article 8.1, it is declared to be the intention, so far as practicable, that at least three members of the Governing Body shall be the parents of children who are for the time being pupils of the School.
- 8.3 Each Governor, upon appointment shall become a subscribing Member and upon retirement, removal or ceasing to hold office for any reason shall, on the date on which he ceases to hold office, be deemed to cease to be a Member of the School.

## **RETIREMENT AND REMOVAL OF GOVERNORS**

- 9.1 Subject to Articles 9.4 and 12, each Governor shall retire upon the fourth (4th) anniversary of the date of his or her appointment.
- 9.2 Following retirement under Article 9.1, additional Governors shall be appointed by the Appointing Body in their sole discretion, in order to maintain a total of twelve persons on the Governing Body. Any Governor who has previously retired, including Governors who have served in previous Governing Bodies notwithstanding the number of years or terms served up to 4th January, 2010 shall be entitled to be considered for re-appointment for up to two additional four (4) year terms in the absolute discretion of the Appointing Body.
- 9.3 The Appointing Body hereby has specific authority to revoke, with immediate effect, the appointment of, and remove from office, any Governor. Such revocation shall be in writing and signed by each member of the Appointing Body.
- 9.4 A Governor shall cease to hold office if:
- (a) he ceases to be a director of the School by virtue of any provision of the Act or he becomes prohibited by law from being a Governor; or

- (b) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (c) he is convicted of an indictable offence; or
- (d) he becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs; or
- (e) he resigns his office by notice in writing to [both] the Appointing Body [and the School]; or
- (f) he is removed from office pursuant to Article 9.3; or
- (g) he absents himself from three consecutive meetings of the Governing Body without special leave of absence from the Governing Body and the Appointing Body resolves that by reason of such absence his office be vacated.

## **POWERS OF GOVERNORS**

- 10.1 Subject to the provisions of the Act, the Memorandum and the Articles, the business of the School shall be managed by the Governors who may exercise all the powers of the School. No alteration of the Memorandum or the Articles shall invalidate any prior act of the Governors which would have been valid if that alteration had not been made. The general powers given by this Article shall not be limited by any special power given to the Governors by the Articles and a meeting of Governors at which a quorum is present may exercise all the powers exercisable by the Governors.
- 10.2 In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the Articles, the Governors shall have the following powers, namely:
- (a) to borrow money and to mortgage or charge the undertaking, property and uncalled capital of the School or any part thereof and to issue debentures and other securities whether outright or as collateral security for any debt, liability or obligation of the School or of any third party;
  - (b) to expend the funds of the School in such manner as they shall consider most beneficial for the achievement of the objects in the Memorandum and to invest in the name of the School such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the objects of the School;
  - (c) to enter into contracts on behalf of the School.
- 10.3 All cheques, promissory notes, drafts, bills of exchange and other negotiable and transferable instruments and all receipts for moneys paid to the School

shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Governing Body shall from time to time by resolution determine.

### **GOVERNORS' EXPENSES**

11. The Governors may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of the Governing Body or committees of Governors or general meetings of the School or otherwise in connection with the discharge of their duties, but shall otherwise be paid no remuneration in respect of their duties as Governors.

### **GOVERNORS' APPOINTMENTS**

12. The Appointing Body may appoint one or more of the Governors to the unremunerated offices of Chairman, Vice-Chairman and Treasurer or to any other unremunerated executive office of the School. Any such appointment may be made upon such terms as the Appointing Body determines. Any appointment of a Governor to an executive office shall terminate if he ceases to be a Governor. The Chairman and a Governor holding any other executive office shall not be subject to retirement pursuant to Article 9.1 provided that neither the Chairman nor any other Governor holding an executive office shall remain in office or shall remain a Governor for a term of more than six (6) years from the most recent date of appointment. Any executive officer retiring at the end of such six (6) year term shall be entitled to be considered for re-appointment for one additional six year term in the absolute discretion of the Appointing Body."

### **PROCEEDINGS OF GOVERNORS**

- 13.1 Subject to the provisions of the Articles, the Governing Body may regulate its proceedings as it thinks fit. After advising the Chairman, or in his absence from Athens Greece, the Vice-Chairman, any Governor may and the Secretary at the request of such Governor shall, call a meeting of the Governing Body. Questions arising at any meeting shall be determined by a majority of votes. In the case of an equality of votes, the Chairman shall have a second or casting vote.
- 13.2 The quorum for the transaction of the business of the Governing Body may be fixed by the Governing Body and unless so fixed, shall be seven of their number being present in person at the meeting.
- 13.3 The continuing Governors of the Governing Body may act notwithstanding any vacancy in their number, however, if the number of Governors is less than the number fixed as the quorum, the continuing Governors or Governor may act only for the purpose of calling a general meeting.



- 13.4 In the event that the Chairman or Vice-Chairman cannot be present at a meeting of the Governing Body, the Governors present may appoint one of their number to be Chairman of the meeting.
- 13.5 The Governing Body may appoint one or more sub-committees consisting of two or more Governors together with up to an additional five (5) non-Governor committee members from amongst the parent community or staff of the School for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Governors would be more conveniently undertaken or carried out by a sub-committee; provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the Governors and all decisions of a binding nature shall be made by the Governing Body. Any sub-committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Governing Body.
- 13.6 All acts done by a meeting of the Governing Body, or of a sub-committee meeting, shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any Governor or that they or any of them had vacated office, be as valid as if every such person had been duly appointed and had continued to be a Governor.
- 13.7 A resolution in writing, signed by all the Governors entitled to receive notice of meetings of the Governing Body or by all the members of a sub-committee, shall be as valid and effective as a resolution passed at a meeting of the Governing Body or, as the case may be, of such sub-committee duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the Governors.
- 13.8 Any bank account in which any part of the assets of the School is deposited shall be operated by the Governors and shall indicate the name of the School. All cheques and orders for the payment of money from such account shall be signed by individuals previously authorised by a formal resolution of the Governing Body in accordance with the terms specified for each signatory.

## **SECRETARY**

14. The Secretary shall be appointed by the Governing Body for such term, at such remuneration (if not a Governor) and upon such conditions as it may think fit; and any Secretary so appointed may be removed by the Governing Body.

## **MINUTES**

15. The Governing Body shall keep minutes in books kept for the purpose:

- (a) of all appointments of officers made by the Appointing Body; and
- (b) of all proceedings at meetings of the School and of the Governing Body and of committees of Governors including the names of the Governors present at each such meeting.

## **THE SEAL**

16. The Seal shall only be used by the authority of the Governing Body. The Governing Body shall determine who shall sign any instrument to which the Seal is affixed and, unless otherwise so determined, an instrument to which the Seal is affixed, shall be signed by a Governor and by the Secretary or by a second Governor.

## **ACCOUNTS**

17. Accounts shall be prepared in accordance with the provisions of Part VII of the Act.

## **APPOINTMENT OF AUDITORS**

18. An independent professionally qualified Auditor or firm of Auditors shall be appointed by the Governing Body to act on behalf of the School, provided that:
- (a) an Auditor or any partner of his or hers does not also act as an accountant for the School; and
  - (b) the appointment specifies the Governors' right to terminate the services of the Auditors at their discretion and with a suitable period of notice.

## **ANNUAL RETURN**

19. The Governors shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Charity Commissioners.

## **NOTICES**

- 20.1 Any notice to be given to or by any person pursuant to the Articles shall be in writing.

- 20.2 The School shall give any written notice to a Member either personally or by sending it by mail to the Member at his registered address as it appears in the Register of Members.
- 20.3 Notice of any meeting of the Governing Body (or any sub-committee of Governors) shall be in writing, stating the purpose of the Meeting, and may be transmitted by electronic mail or facsimile.
- 20.4 A Member present in person at any meeting of the School shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.
- 20.5 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of three clear days after the envelope containing it was posted.

## **INDEMNITY**

22. Subject to the provisions of the Act, every Governor or other officer or Auditor of the School shall be indemnified out of the assets of the School against all liabilities incurred by him in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the Court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the School.

## **RULES**

- 23.1 The Governors may from time to time make such rules or bye-laws as they may deem necessary or expedient or convenient for the proper conduct and management of the School and, in particular, but without limiting the generality of the foregoing, they may by such rules or bye-laws regulate:
- (a) the procedure at meetings of the Governing Body and sub-committees of the Governors in so far as such procedure is not regulated by the Articles;
  - (b) generally, all such matters as are commonly the subject matter of company rules.
- 23.2 The Members in general meeting shall have power to alter, add to or repeal the rules or bye-laws and the Governors shall adopt such means as they think sufficient to bring to the notice of the Members of the School all such rules or bye-laws. No rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or the Articles.
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