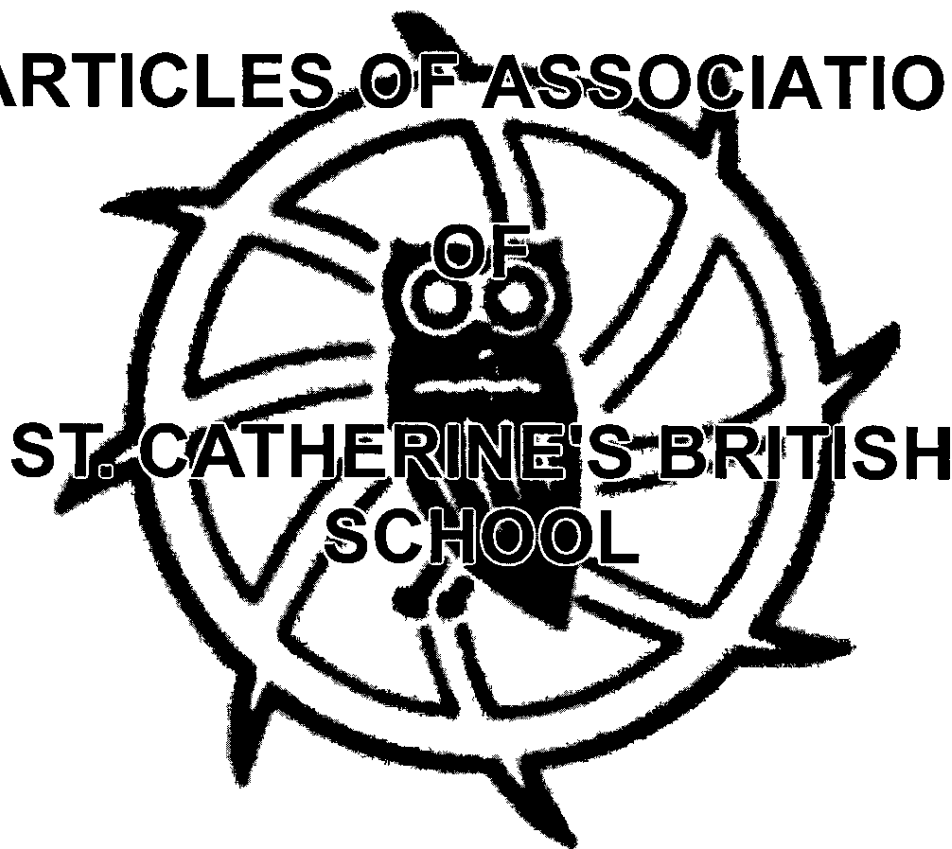


# THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE AND  
NOT HAVING A SHARE CAPITAL

## ARTICLES OF ASSOCIATION



*(Last amended by a Special Resolution of the  
School dated 5<sup>th</sup> November 2014)*



**THE COMPANIES ACT 2006**  
**COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL**  
**ARTICLES OF ASSOCIATION**  
**OF**  
**ST. CATHERINE'S BRITISH SCHOOL**

*(Last amended by a Special Resolution of the School dated 5<sup>th</sup> November, 2014*

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**NAME**

- 1        The name of the Company (hereinafter referred to as "the School") is "ST CATHERINE'S BRITISH SCHOOL"

**REGISTERED OFFICE**

- 2        The registered office of the School will be situated in England and Wales

**OBJECTS**

- 3        The object for which the School is established is to provide for and promote the moral, cultural, intellectual, social, physical and aesthetic development and the teaching and instruction of boys and girls broadly in accordance with the National Curriculum for England and Wales and with a view to preparing boys and girls for suitable qualifications pursued by leading independent schools in the United Kingdom as well as British international schools in so far as is exclusively charitable

**POWERS**

- 4        The School has the following powers, which may be exercised only in promoting the objects
- 4 1      to provide, erect, construct, lay down, carry out, enlarge, alter, maintain, improve, equip, manage and superintend (and by subsidy or contribution

or otherwise assist or take part in so doing) any school houses, boarding houses, class rooms, laboratories, gymnasia, sanatoria, playgrounds and playing fields, swimming and other baths, reading rooms, libraries and studios and generally any buildings, works, machinery and conveniences,

- 4 2 to create and administer and assist in the creation and administration of scholarships, exhibitions and bursaries,
- 4 3 to promote or carry out research and to provide teacher training and create a teacher training centre,
- 4 4 to organise (or to make grants or loans towards the costs of others organising) meetings, lectures, conferences, broadcasts or courses of instruction,
- 4 5 to publish or distribute information,
- 4 6 to co-operate or collaborate with other bodies and engage in joint ventures,
- 4 7 to enter into any funding or other arrangement with any government or any other authority (municipal, local or otherwise) and to obtain from such government or authority any rights, concessions, privileges, licences and permits,
- 4 8 to support, administer or set up other charities and undertake and execute charitable trusts,
- 4 9 to raise funds (but not by means of Taxable Trading),
- 4 10 to take and accept any gift of money, property or other assets whether subject to any special trusts or not,
- 4 11 to borrow money and give security for loans (but only in accordance with the restrictions imposed by the Charities Act) and to issue bonds, or other debt instruments, and enter into derivative or other transactions for the purposes of risk management and hedging of risks,
- 4 12 to acquire or hire property rights or privileges of any kind and to construct, restore, improve, maintain and alter such property,
- 4 13 to let or dispose of or turn to account property of any kind (but only in accordance with the restrictions imposed by the Charities Act),

- 4 14 to make planning applications, applications for consent under bye-laws or building regulations or other similar applications,
- 4 15 to pay any rent and other outgoings and expenses in relation to property and to execute and do all such other instruments, acts and things as may be requisite in connection with the use, maintenance, upkeep, expansion, alteration or improvement of such property,
- 4 16 to purchase, lease or hire and operate and maintain any equipment necessary or convenient for the administration of the School,
- 4 17 to make grants or loans of money and to give guarantees,
- 4 18 to set aside funds for special purposes or as reserves against future expenditure,
- 4 19 to draw, make, accept, endorse, discount, negotiate, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts,
- 4 20 to deposit or invest funds in any manner (but to invest only after obtaining advice from a Financial Expert, unless the Governors reasonably conclude that in all the circumstances it is unnecessary or inappropriate to do so, and having regard to the suitability of investments and the need for diversification),
- 4 21 to delegate the management of investments to a Financial Expert, but only on terms that
  - (a) require the Financial Expert to comply with any investment policy (and any revision of that policy) set down In Writing for the Financial Expert by the Governors,
  - (b) require the Financial Expert to report every transaction to the Governors,
  - (c) require the Financial Expert to review the performance of the investments with the Governors regularly,
  - (d) entitle the Governors to cancel the delegation arrangement at any time,

- (e) require the investment policy and the delegation arrangement to be reviewed with the Governors at least once a Year,
  - (f) require all payments to the Financial Expert to be on a scale or at a level which is agreed in advance and to be notified promptly to the Governors on receipt,
  - (g) prohibit the Financial Expert from doing anything outside the powers of the Governors,
- 4 22 to arrange for investments or other property of the School to be held in the name of a nominee (being a corporate body controlled by the Governors or by a Financial Expert acting under the instructions of the Governors) and to pay any reasonable fee required,
- 4 23 to insure the property of the School against any foreseeable risk and take out other insurance policies to protect the School when required,
- 4 24 to insure the Governors against the costs of a successful defence to a criminal prosecution brought against them as Charity Trustees or against personal liability incurred in respect of any act or omission which is or is alleged to be a breach of trust or breach of duty, unless the Governor concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty,
- 4 25 subject to Article 10 to employ officers, employees and workers and to engage consultants, advisers, agents and volunteers,
- 4 26 to provide and contribute to superannuation or pension funds for the officers, employees and workers of the School or any of them or otherwise to make provision for such officers, employees and workers, their widows and children,
- 4 27 to enter into contracts to provide services to or on behalf of other bodies,
- 4 28 to arrange for the amalgamation or merger of the School with any charitable organisation the purposes of which in the opinion of the Governors are similar to the purposes of the School either alone or as amalgamated,
- 4 29 to establish or acquire subsidiary companies, and
- 4 30 to do anything else within the law which promotes or helps to promote the objects or is incidental or conducive to promoting the School's objects

## **THE GOVERNING BODY**

- 4 31 The Governing Body as Charity Trustees has control of the School and its property and funds. The Governing body is required by company law and charity law to act in the best interests of the School and to further the objects at all times and to act in accordance with the law.
- 4 32 The Governing Body shall consist of not less than 11 and not more than 15 Governors.
- 4 33 As it is desirable to preserve the British character of the School, at any time at least half of the members of the Governing Body shall be persons not permanently resident in Greece (for example, are expatriates or are residing outside Greece) of whom at least half shall be British citizens. The remaining Governors may or may not be permanently resident in Greece.
- 4 34 It is the intention that up to seven members of the Governing Body shall be the parents of children who are for the time being pupils of the School. At least half of such parent Governors shall be persons not permanently resident in Greece (for example, expatriates or persons residing outside Greece), of whom at least half shall be British citizens. The remaining parent Governors may or may not be permanently resident in Greece. In any event, the number of parent Governors may not be higher than, or equal to, the number of non-parent Governors. Should at any time, the number of parent Governors become higher than, or equal to, the non-parent Governors, then the Chairman's Committee will be given a maximum of 6 months to correct the imbalance, so as not to disrupt the effective operation of the Governing Body.
- 4 35 The Governors shall comprise a minimum of 11 and a maximum of 15 people appointed by resolution of the Governing Body. Each person appointed as a Governor shall prior to their appointment have been nominated for appointment by the Nomination Committee or a Nominator pursuant to Articles 5.7 or 6.4 respectively.
- 4 36 Each Governor, upon appointment shall become a 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.
- 4 37 The Nomination Committee shall comprise the Executive Officers and the function of the committee shall be to nominate persons for appointment to the Governing Body.

## **THE NOMINATORS**

4 38 The Nominators shall consist of

- (a) the British Ambassador in Athens from time to time,
- (b) the Director of the British Council in Athens from time to time, and
- (c) the Director of the British School at Athens from time to time

4 39 An individual with teaching experience within the British higher education system may be appointed to be a Nominator, and any such Nominator shall be selected by (and may be removed by) the Governing Body from time to time

4 40 The purpose of the Nominators is to assist in preserving the British character of the School and the education it provides through the nomination of appropriate persons to be Governors of the School and members of the Governing Body

4 41 Each Nominator shall nominate up to two persons for consideration by the Governors for appointment to the Governing Body At any one time there shall be no more than two persons nominated by a single Nominator sitting on the Governing Body

4 42 No Nominator shall be a Member of the School

#### **RETIREMENT AND REMOVAL OF GOVERNORS**

4 43 Subject to Articles 7 2 and 7 3, Governors shall retire upon the fourth anniversary of the date of their appointment

4 44 Following retirement under Article 7 1, additional Governors shall be appointed pursuant to Article 5 5, in order to maintain between 11 and 15 persons on the Governing Body Any Governor, who has previously retired, shall be entitled to be considered for re-appointment for up to one additional 4 year term

4 45 Executive Officers shall not be subject to retirement pursuant to Article 7 1, but shall not serve for a term of not more than six years Any Executive Officer retiring at the end of six years shall be entitled to be considered for re-appointment for one additional six year term

4 46 A Governor shall cease to hold office if

- (a) he ceases to be a Governor of the School by virtue of any provision of the Act or he becomes prohibited by law from being a Governor,
- (b) he becomes bankrupt or makes any arrangement or composition with his creditors generally,
- (c) he is convicted of an indictable offence,
- (d) he becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs or dies,
- (e) he resigns his office by notice in writing to the School,
- (f) he is removed from office pursuant to Section 168 of the Act,
- (g) he is removed from office upon a resolution of the Governing Body after the Governing body has invited the views of the Governor concerned and considered the matter in the light of any such views, or
- (h) he absents himself from three consecutive meetings of the Governing Body without special leave of absence from the Governing Body and the Governors resolve that by reason of such absence his office be vacated

## **POWERS OF GOVERNORS**

4 47 The Governors shall manage the business of the School and may exercise all the powers of the School unless they are subject to any restrictions imposed by the Act, the Articles or any resolution of the Members

4 48 Without prejudice to Article 8 1, the Governing Body may by resolution

- (a) appoint (and remove) a Chairman (who must be a national from a Commonwealth country and preferably a British citizen), Vice-Chairman and Treasurer from among their number on any such terms set by the Governing Body (subject to Article 10)
- (b) establish procedures to assist the resolution of disputes within the School, and

- (c) exercise any powers of the School, which are not reserved to a general meeting

## **PROCEEDINGS OF GOVERNORS**

- 4 49 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, 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.
- 4 50 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 the greater of 50% of Governors (and where there is an odd number of Governors the quorum shall be rounded up) or seven of their number being present in person at the meeting except where a Governor or Governors has a Personal Interest in a decision and is subject to the procedure in Article 9.9 in which case the quorum shall be 50% of the Governors eligible to vote on the decision (and where this is an odd number of Governors the quorum shall be rounded up).
- 4 51 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.
- 4 52 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.
- 4 53 The Governing Body may appoint one or more sub-committees consisting of two or more Governors and may at their absolute discretion invite up to an additional five (5) non-Governor sub-committee members 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.

- 4 54 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
- 4 55 A resolution in writing, circulated to all the Governors who would have been eligible to vote and signed by a simple majority of them or by a majority of 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
- 4 56 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 authorised by a formal resolution of the Governing Body in accordance with the terms specified for each signatory
- 4 57 Whenever a Governor has a Personal Interest in a matter to be discussed at a meeting of the Governing Body or a sub-committee the Governor concerned must
- (a) declare an interest before discussion begins on the matter,
  - (b) withdraw from the meeting for that item unless expressly invited to remain in order to provide information,
  - (c) not be counted in the quorum for that part of the meeting, and
  - (d) withdraw during the vote and have no vote on the matter
- 4 58 If a conflict of interests arises for a Governor and the conflict is not authorised by Article 9 11, the unconflicted Governors may authorise such a conflict of interests provided that
- (a) the procedure in Article 9 9 is followed,
  - (b) authorisation will not result in any direct or indirect Material Benefit being conferred on any Governor or any Person Connected to a Governor, and

- (c) the unconflicted Governors consider it is in the best interests of the School to authorise the conflict of interests in the circumstances

4 59 Conflicts of interest which arise in relation to benefits allowed under Article 10 are authorised automatically and need not be separately authorised pursuant to Article 9 10

## **BENEFITS TO MEMBERS AND GOVERNORS**

4 60 The property and funds of the School must be used only for promoting the objects and Governors must not receive any payment of money or other Material Benefit (whether directly or indirectly) from the School but

- (a) Governors may be paid interest at a reasonable rate on money lent to the School,
- (b) Governors may be paid a reasonable rent or hiring fee for property let or hired to the School,
- (c) Governors who are beneficiaries (or who have a child or grandchild who is a beneficiary) may receive Charitable Benefits in that capacity or connection,
- (d) the School may reimburse Governors in respect of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in running the School,
- (e) the School may make payment to any company in which a Governor has no more than a 1% shareholding,
- (f) Governors may benefit from trustee indemnity insurance purchased pursuant to Article 4 24,
- (g) in exceptional cases, other payments or benefits (but only with the written approval of the Commission in advance)

4 61 Any Governor (or any Person Connected to a Governor whose remuneration might result in a Governor obtaining a Material Benefit) may enter into a contract with the School to supply goods or services in return for a payment or other Material Benefit but only if

- (a) the goods or services are actually required by the School and the particular goods or services cannot be obtained elsewhere on better or equal terms and conditions, including but not limited to price, all offers should be submitted by the potential bidders to the School before the designated deadline
- (b) any conflict of interests is authorised by the Governors in accordance with Article 9 10,
- (c) the nature and level of the remuneration is no more than is reasonable in relation to the value of the goods or services and is set in accordance with the procedure in Article 9 9,
- (d) in any financial year, no more than three or one half of the Governors (which ever is fewer) are subject to such a contract (or have a person connected to them who is subject to such a contract)

## **MEMBERS**

4 62 The School must maintain a register of members in accordance with the Act

4 63 Membership of the School shall be determined as follows

- (a) no-one other than a Governor shall be admitted to Membership, and
- (b) every Governor shall, on appointment as such, either sign a Written Consent to become a member or sign the register of Members and shall, in either case become a Member of the School

4 64 Membership is terminated if the Members concerned

- (a) gives Written notice of resignation to the School,
- (b) dies,
- (c) is removed from Membership by resolution of the Governors on the ground that in their reasonable opinion it would be in the best interests of the School for the Member's Membership to be

terminated (but only after notifying the Member In Writing and considering the matter in the light of any Written representations which the Member concerned puts forward within 14 Clear Days after receiving notice), or

(d) ceases to be a Governor of the School

4 65 Membership of the School is not transferable

## **GENERAL MEETINGS**

4 66 Members are entitled to attend general meetings personally or by proxy  
General meetings are called on at least 14 Clear Days' Written notice

4 67 The notice shall specify the time and place of the meeting and the general nature of the business to be transacted The notice convening a meeting to pass a Special Resolution shall specify the intention to propose the resolution as a Special Resolution and the text of the resolution

4 68 The notice shall be given to all the members, the Governors and the Auditors

4 69 A general meeting may be called by shorter notice than that specified in Article 12 1, if it is so agreed by not less than 90 per cent of the members

4 70 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

4 71 No business shall be transacted at any general meeting unless a quorum is present A quorum shall be the greater of 50% of the members (and where there is an odd number of members the quorum shall be rounded up) or seven of their number entitled to vote being present at the meeting

4 72 If a quorum is not present within half an hour of 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

4 73 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

- 4 74 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.
- 4 75 A general meeting may be called at any time by the Governors.
- 4 76 A general meeting may be called on a Written request to the Governors from at least 5% of the members.
- 4 77 On receipt of a Written request made pursuant to Article 13 11, the Governors must call a general meeting within 21 days and the general meeting must be held not more than 28 days after the date of the notice calling the general meeting.

#### **APPOINTMENT OF PROXIES**

- 4 78 Proxies may only be validly appointed by a notice in Writing which
- (a) states the name and address of the Member appointing the proxy,
  - (b) identifies the person appointed to be that Member's proxy and the general meeting in relation to which that person is appointed,
  - (c) is signed by the Member appointing the proxy or is authenticated in such manner as the Governors may determine,
  - (d) is delivered to the School in accordance with Article 20 9,
  - (e) is received by the School at least 24 hours before the meeting to which it relates.
- 4 79 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- 4 80 Unless a proxy notice indicates otherwise, it should be treated as

- (a) allowing the person appointed under it as a proxy discretion on how to vote on any ancillary or procedural resolution put to the meeting,
- (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as to the meeting itself

## **VOTING AT GENERAL MEETINGS**

- 4 81 A resolution at a general meeting shall be decided by a show of hands, unless a poll is demanded
- 4 82 Except where otherwise provided by the Act, every issue is decided by a majority of the votes cast
- 4 83 Subject to Article 14 4, every member present in person or by proxy has one vote on each issue
- 4 84 A person who has been appointed as proxy for more than one member has only one vote on a show of hands
- 4 85 A poll on a resolution may be demanded
  - (a) in advance of the general meeting where it is to be put to the vote, or
  - (b) at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared
- 4 86 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
- 4 87 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

- 4 88 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.

## **WRITTEN RESOLUTIONS**

- 4 89 Subject to Article 15 5, any resolution that may be passed validly at a general meeting of the School may be passed as a written resolution.
- 4 90 A member signifies agreement to a proposed written resolution when the School receives from him an Authenticated Document (whether in hard copy or electronic form) identifying the resolution to which it relates and his agreement to it.
- 4 91 Subject to Article 15 4, a written resolution is passed when
- (a) in the case of an Ordinary Resolution, a simple majority of all the Members have signified their agreement to it, and
  - (b) in the case of a Special Resolution, at least 75% of all the Members have signified their agreement to it.
- 4 92 A proposed written resolution lapses if it is not passed before the end of 28 days beginning on the first day on which it was circulated.
- 4 93 The following may not be passed as a written resolution
- (a) a resolution to remove a Governor before his period of office expires
  - (b) a resolution to remove an auditor before his period of office expires

## **SECRETARY**

- 5 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.

## **RECORDS AND ACCOUNTS**

- 5 1 The Governing Body shall comply with the requirements of the Act and of the Charities Act as to the keeping of statutory books, financial records, the audit of accounts and the preparation and transmission to the Registrar of Companies and the Commission of
- (a) annual reports,
  - (b) annual returns, and
  - (c) annual statements of account
- 5 2 The Governing Body shall keep proper records of
- (a) all resolutions of members passed otherwise than at a general meeting,
  - (b) all proceedings at general meetings,
  - (c) all proceedings at meetings of the Governors,
  - (d) all reports of sub-committees, and
  - (e) all professional advice obtained
- 5 3 The records referred to in Articles 17 2(a), 17 2(b) and 17 2(c) must be kept for 10 years from the date of the resolution, general meeting or Governing Body resolution, as relevant
- 5 4 Accounting records relating to the School must be made available for inspection by any Governor at any reasonable time during normal office hours
- 5 5 A copy of the School's latest available statement of account or annual report must be supplied to any Governor, free of charge. A copy of either document must also be supplied within 2 months to any other person who makes a Written request for it and pays the School's reasonable costs

#### **THE SEAL**

- 6 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.

#### **APPOINTMENT OF AUDITORS**

- 7 An independent professionally qualified Auditor or firm of Auditors shall be appointed in accordance with the Act, provided that
- (a) an Auditor or any partner of his does not also act as an accountant for the School, and
  - (b) the appointment specifies a right for the Governors to terminate the services of the Auditors at their discretion and with a suitable period of notice (in addition to powers to remove an auditor contained in the Act)

#### **NOTICES**

- 7.2 Any notice to be given to or by any person pursuant to the Articles shall be In Writing
- 7.3 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
- 7.4 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 post, courier, by hand by electronic mail to an email address notified by the Member In Writing or by fax to a fax number notified by the Member In Writing
- 7.5 The School may only send a document or information to a Member by electronic mail where the Member concerned has agreed (either generally or in relation to the specific document or information) that it may be sent in that form, and to the address specified for that purpose by the Member
- 7.6 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
- 7.7 Any notice given in accordance with these Articles is to be treated for all purposes as having been received

- (a) 24 hours after being sent by electronic mail or fax or delivered by hand to the relevant address,
  - (b) three Clear Days after being sent by post to the relevant address,
  - (c) on being handed to the Member personally, or if earlier
  - (d) as soon as the Member acknowledges actual receipt
- 7 8 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given
- 7 9 A technical defect in the giving of notice of which the Governors are unaware at the time does not invalidate decisions taken at a meeting
- 7 10 Members may validly send any notice or document to the School,
- (a) by post to the School's registered office or other address specified by the School for such purposes, or
  - (b) to any fax number or email address provided by the School for such purposes

## **RULES**

- 7 11 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
- 7 12 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 these Articles

## **INDEMNITY**

- 8 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

## **LIMITED LIABILITY OF MEMBERS**

- 8 1 The liability of the members is limited
- 8 2 Every member of the School undertakes to contribute to the assets of the School, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the School contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding £10

## **DISSOLUTION**

- 9 If upon the winding up or dissolution of the School there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the School, but shall be given or transferred to some other institution or institutions having charitable objects similar to the objects of the School, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the School under or by virtue of Article 10, such institution or institutions to be determined by the members of the School at or before the time of dissolution, and if so far as effect cannot be given to such provision, then to some charitable object

## **INTERPRETATION**

- 9 1 In these Articles

<b>Act</b>	means the Companies Act 2006,
<b>Articles</b>	means these articles of association,
<b>Authenticated Document</b>	means a document sent (a) by hard copy that is signed by the person sending it, or (b) electronically in which the identity of the sender is confirmed in a manner specified by the School (or where no such manner has been specified, which contains or is accompanied by a statement of the identity of the sender and the School has no reason to doubt the truth of that statement),
<b>Chairman</b>	means the chairman of the Governing Body,
<b>Charitable Benefit</b>	means any direct or indirect benefit provided by the School in carrying out its charitable activities including the provision of education and any bursary or fee remission provided by the School,
<b>Charities Act</b>	means the Charities Act 2011,
<b>Charity Trustee</b>	has the meaning prescribed by section 177 of the Charities Act,
<b>Clear Days</b>	means the period excluding the day when the notice is deemed to be given and the day for which it is given or on which it is to take effect,
<b>Commission</b>	means the Charity Commission for England and Wales,
<b>Commonwealth</b>	means the Commonwealth of Nations, an intergovernmental organisation comprising independent member states, the majority of which were formerly part of the British Empire,
<b>Executive Officers</b>	means the Chairman, Vice-Chairman and Treasurer,

<b>Financial Expert</b>	a person who is reasonably believed by the Governing Body to be qualified to give the relevant advice and/or provide the relevant services by his ability in and practical experience of financial and other matters relating to the investment
<b>Governor</b>	means a director of the School,
<b>Governing Body</b>	means the board of directors of the School from time to time,
<b>Material Benefit</b>	means a benefit which may or may not be financial but which has a monetary value,
<b>member and membership</b>	refer to membership of the School,
<b>month</b>	means calendar month,
<b>Nomination Committee</b>	means the committee established pursuant to Article 5 7 for the purpose of nominating persons for appointment to the Governing Body,
<b>Nominator</b>	means the persons described as such in Article 6,
<b>Objects</b>	means the objects of the School set out in Article 3,
<b>Ordinary Resolution</b>	means a resolution of the Members that is passed by a simple majority,
<b>Person Connected to a Governor</b>	means (a) a child, parent, grandchild, grandparent, brother or sister of a Governor, (b) the spouse or civil partner of a Governor or anyone falling within paragraph (a), (c) a person carrying on business in partnership with a Governor or with any person falling within paragraph (a) or (b), (d) an institution which is controlled by a Governor or by any person falling within paragraphs (a) (b) or (c) (or which is controlled by any two or more such persons when taken together),

(e) a body corporate in which a Governor or any person within paragraphs (a) to (c) has a substantial interest (or in which two or more such persons, taken together, have a substantial interest),

**Personal Interest**

means an interest which conflicts with the interests of the School but does not include an interest in purchasing trustee indemnity insurance,

**Properly Incurred**

means incurred otherwise than in connection with any negligence, default, breach of duty or breach of trust in relation to the School,

**Registered Office**

means the registered office of the School,

**Relevant Liability**

means a liability incurred by a Governor (acting in that capacity) towards a third party, other than liability

- (a) to pay a criminal fine,
- (b) to pay a sum to a regulatory authority regarding non-compliance with a regulatory duty (however arising),
- (c) for defending criminal proceedings in which he is convicted,
- (d) for defending civil proceedings in which judgment is given against him,
- (e) in connection with an application for relief from the Court (under the Court's power to relieve from liability in cases of honest and reasonable conduct) in which the Court refuses to grant relief,

and for the avoidance of doubt, does not include any liability of the Governor towards the School,

<b>School</b>	means St Catherine's British 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 and which is governed by these Articles,
<b>Seal</b>	means the common seal of the School,
<b>Secretary</b>	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 or deputy secretary,
<b>Special Resolution</b>	means a resolution of the Members that is passed by a majority of 75% or more,
<b>Taxable Trading</b>	means carrying on a trade or business on a continuing basis for the principal purpose of raising funds and not for the purpose of actually carrying out the Objects, and the profits of which are liable to tax,
<b>Written or In Writing</b>	refers to a legible document on paper or a document which can be printed onto paper including a fax message or electronic mail

- 9 2 Words importing the masculine gender only shall include the feminine gender
- 9 3 Words importing the singular number shall include the plural number and vice versa
- 9 4 The following phrase when used in these Articles shall bear the following meaning "executed" includes any mode of execution
- 9 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

- 9 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
- 9 7 The model articles in Schedule 2 of the Companies (Model Articles) Regulations 2008 do not apply to the School
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