

EFFECTIVE DATE: [ 12th June 2013]

THE COMPANIES ACT 2006

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A COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

OF

THE DIOCESE OF CHICHESTER EDUCATION TRUST

COMPANY NUMBER: [08567209]

[Company not yet registered with the Charity Commission]

Version Date 15.02.13

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COMPANY LIMITED BY GUARANTEE  
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THE DIOCESE OF CHICHESTER EDUCATION TRUST

INTERPRETATION

1. In these Articles:-

- a. "Academy" or "Academies" means a charitable company limited by guarantee established under the Academies Act 2010;
- b. "Archdeacon" means an archdeacon of the Diocese
- c. "the Articles" means these Articles of Association of the Charity;
- d. "the Bishop of Chichester" means the Bishop for the time being of the Diocese and includes any person or office exercising ordinary jurisdiction in his name including any alternate appointed by the Diocesan Board in the event of but only for the duration of any interregnum;
- e. "the Charity" means the company intended to be regulated by these Articles and referred to in Article 2;
- f. "Church" means Church of England;
- g. "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 on which it is given or on which it is to take effect;
- h. "the Commission" means the Charity Commission for England and Wales;
- i. "Companies Acts" means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the Charity;
- j. "the Diocese" means the Church of England Diocese of Chichester which includes any area under the jurisdiction of the Bishop of Chichester;
- k. "the Diocesan Board" means the Chichester Diocesan Fund and Board of Finance Incorporated registered company number 00133558 whose

registered office is situated at Diocesan Church House 211 New Church Road Hove East Sussex BN3 4ED;

- l. "the Diocesan Secretary" means the Diocesan Secretary of the Diocese;
- m. "the Director of Education" means the Director of Education for the Diocese or such other person as the Bishop may appoint for such period as there is a vacancy in the post of Director of Education;
- n. "the Directors" means the directors of the Charity. The directors are charity trustees as defined in section 177 of the Charities Act 2011;
- o. "financial expert" means an individual, company or firm who is authorised to give investment advice under the Financial Services and Markets Act 2000;
- p. "Member" means a member of the Charity and someone who as such is bound by the undertaking contained in Article 8;
- q. "the Memorandum" means the Memorandum of Association of the Charity;
- r. "Office" means the registered office of the Charity;
- s. "Schools" means any pre-school, school, academy, sixth form corporation or other educational institution in the Diocese established in accordance with the Education Acts whether designated with a religious character or not;
- t. "the seal" means the common seal of the Charity if it has one;
- u. "Secretary" means the secretary of the Charity or any other person appointed to perform the duties of the secretary of the Charity, including a joint, assistant or deputy secretary;
- v. "Secretary of State" means the Secretary of State for Education or successor;
- w. "the United Kingdom" means Great Britain and Northern Ireland;
- x. words importing the masculine gender only shall include the feminine gender. Words importing the singular number shall include the plural number, and vice versa;
- y. subject as aforesaid, words or expressions contained in these Articles shall, unless the context requires otherwise, bear the same meaning as in the Companies Act 2006, as appropriate;

- z. any reference to a statute or statutory provision shall include any statute or statutory provision which replaces or supersedes such statute or statutory provision including any modification or amendment thereto.
2. The company's name is The Diocese of Chichester Education Trust (and in this document it is called "**the Charity**").
3. The Charity's registered office is to be situated in England and Wales.

## OBJECTS

4. The Charity's object ("**the Object**") is specifically restricted to the following:
  - a) to advance for the public benefit education in the Diocese, being education which is conducted in accordance with the principles, practices, tenets and teachings of the Church of England;
  - b) to participate in, manage and develop Academies in the Diocese (primarily but not exclusively Church of England Academies);
  - c) to promote school improvement in respect of Schools within the Diocese; and
  - d) to promote or assist in the promotion of religious education and religious worship in Schools in the Diocese.
5. In furtherance of the Object but not further or otherwise the Charity may exercise the following powers:-
  - (a) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts in the name of the Charity;
  - (b) to raise funds and to invite and receive contributions provided that in raising funds the Charity shall not undertake any substantial permanent trading activities and shall conform to any relevant statutory regulations;
  - (c) to acquire, alter, improve and (subject to such consents as may be required by law) to charge or otherwise dispose of property;

- (d) subject to Article 6 below to employ such staff, as are necessary for the proper pursuit of the Object and to make all reasonable and necessary provision for the payments of pensions and superannuation to staff and their dependants;
- (e) to establish or support, whether financially or otherwise, any charitable trusts, associations or institutions formed for all or any of the Object;
- (f) to co-operate with other charities, voluntary bodies, public bodies and statutory authorities operating in furtherance of the Object to exchange information and advice with them and to transfer to them any property or interest of the Charity for such consideration as the Charity shall think fit;
- (g) to pay out of funds of the Charity the costs, charges and expenses of and incidental to the formation and registration of the Charity;
- (h) to establish, participate in, sponsor, maintain, carry on, manage and develop Church of England and other Schools in the Diocese;
- (i) to promote or assist in the promotion of Church of England and other Schools in the Diocese;
- (j) to protect Church of England educational endowments and to hold in trust, for the benefit of Church of England schools and any other educational establishments in which the Charity may from time to time have an interest or for the promotion of any other object of the Charity, such land monies or other property as shall be placed in the safe keeping of the Charity for any such purpose or purposes as aforesaid;
- (k) to provide advice, educational facilities, goods and services to the Church and other Schools (including Academies) in the Diocese and the wider community for the public benefit including advising any other body or person concerned in any matter affecting Church Schools;
- (l) to make grants and loans in aid of building, enlarging or improving buildings and facilities used by Church Schools in the Diocese;
- (m) subject to such consents as may be required by law and/or by any contract entered into by or on behalf of the Charity to borrow and raise

money for the furtherance of the Object in such manner and on such security as the Charity may think fit;

(n) to deposit or invest any funds of the Charity not immediately required for the furtherance of its Object (but to invest only after obtaining such advice from a financial expert as the Directors consider necessary and having regard to the suitability of investments and the need for diversification);

(o) to delegate the management of investments to a financial expert, but only on terms that:

- (i) the investment policy is set down in writing for the financial expert by the Directors;
- (ii) every transaction is reported promptly to the Directors;
- (iii) the performance of the investments is reviewed regularly with the Directors;
- (iv) the Directors are entitled to cancel the delegation arrangement at any time;
- (v) the investment policy and the delegation arrangement are reviewed at least once a year;
- (vi) all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Directors on receipt; and
- (vii) the financial expert must not do anything outside the powers of the Directors.

(p) to arrange for investments or other property of the Charity to be held in the name of a nominee company acting under the control of the Directors or of a financial expert acting under their instructions, and to pay any reasonable fee required;

(q) to provide indemnity insurance to cover the liability of Directors in accordance with and subject to the conditions in section 189 of the Charities Act 2011;

(r) to establish subsidiary companies to carry on any trade or business for the purpose of raising funds for the Charity;

- (s) to accept from any person or body having objects similar to the Object a transfer (with or without consideration) of such property as can legally and without breach of trust be transferred to the Charity and generally take over, purchase, acquire, hold, manage, improve, sell, let, mortgage or dispose of any lands or any estate or interest therein, and to accept and hold any gifts, devises and bequests of property and to collect and receive voluntary contributions, Church collections, subscriptions, donations, legacies, inspection fees and payments by public bodies or others;
- (t) to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity;
- (u) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- (v) to do all such other lawful things as are necessary for or are incidental to or conducive to the achievement of the Object.

- 6.1 (a) The income and property of the Charity shall be applied solely towards the promotion of the Object.
- (b) (i) A Director is entitled to be reimbursed from the property of the Charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Charity.
- (ii) A Director may receive an indemnity from the Charity in the circumstances specified in Article 116.
- (iii) A Director may not receive any other benefit or payment unless it is authorised by this Article 6.

6.2 None of the income or property of the Charity may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the Charity. Nonetheless a member of the Charity who is not also a Director may:

- a) benefit as a beneficiary of the Charity;
- b) be paid reasonable and proper remuneration for any goods or services supplied to the Charity;

- c) be paid rent for premises let by the member of the Charity if the amount of the rent and other terms of the letting are reasonable and proper; and
  - d) be paid interest on money lent to the Charity at a reasonable and proper rate, such rate not to exceed 2 per cent per annum below the base lending rate of a UK clearing bank selected by the Directors, or 0.5%, whichever is the higher.
- 6.3 A Director may benefit from any indemnity insurance purchased at the Charity's expense in accordance with and subject to the conditions in section 189 of the Charities Act 2011.
- 6.4 A company, which has shares listed on a recognised stock exchange and of which any one Director holds no more than 1% of the issued capital of that company, may receive fees, remuneration or other benefit in money or money's worth from the Charity.
- 6.5 A Director may at the discretion of the Directors be reimbursed from the property of the Charity for reasonable expenses properly incurred by him or her when acting on behalf of the Charity.
- 6.6 No Director may:
- (a) buy any goods or services from the Charity;
  - (b) sell goods, services, or any interest in land to the Charity;
  - (c) be employed by or receive any remuneration from the Charity (other than any officer or servant of the Charity whose employment and/or remuneration is subject to the procedure and conditions in Article 6.8)
  - (d) receive any other financial benefit from the Charity;
- unless:
- (i) the payment is permitted by Article 6.7 and the Directors follow the procedure and observe the conditions set out in Article 6.8; or
  - (ii) the Directors obtain the prior written approval of the Charity Commission and fully comply with any

procedures it prescribes.

6.7 Subject to Article 6.8, a Director may:

- a) receive a benefit from the Charity in the capacity of a beneficiary of the Charity.
- b) be employed by the Charity or enter into a contract for the supply of goods or services to the Charity, other than for acting as a Director.
- c) receive interest on money lent to the Charity at a reasonable and proper rate not exceeding 2% per annum below the base rate of a clearing bank to be selected by the Directors, or 0.5%, whichever is the higher.
- (d) receive rent for premises let by the Director to the Charity if the amount of the rent and the other terms of the lease are reasonable and proper.

6.8 The Charity and its Directors may only rely upon the authority provided by Article 6.7 if each of the following conditions is satisfied:

- (a) the remuneration or other sums paid to the Director do not exceed an amount that is reasonable in all the circumstances.
- (b) the Director is absent from the part of any meeting at which there is discussion of:
  - i) his or her employment, remuneration, or any matter concerning the contract, payment or benefit; or
  - ii) his or her performance in the employment, or his or her performance of the contract (unless present solely in his or her capacity as an employee); or
  - iii) any proposal to enter into any other contract or arrangement with him or her or to confer any benefit upon him or her that would be permitted under Article 6.7; or
  - (iv) any other matter relating to a payment or the conferring of any benefit permitted by Article 6.7.
- (c) the Director does not vote on any such matter and is not to be counted when

calculating whether a quorum of Directors is present at the meeting.

- (d) save in relation to employing or contracting with any officer or servant of the Charity the other Directors are satisfied that it is in the interests of the Charity to employ or to contract with that Director rather than with someone who is not a Director. In reaching that decision the Directors must balance the advantage of employing a Director against the disadvantages of doing so (especially the loss of the Director's services as a result of dealing with the Director's conflict of interest).
- (e) the reason for their decision is recorded by the Directors in the minute book.
- (f) a majority of the Directors then in office have received no such payments or benefit.

6.8A The provision in clause 6.6 (c) that no Director may be employed by or receive any remuneration from the Charity (other than any officer or servant of the Charity) does not apply to an existing employee of the Charity who is subsequently elected or appointed as a Director save that this clause shall only allow such a Director to receive remuneration or benefit from the Charity in his capacity as an employee of the Charity and provided that the procedure as set out in Articles 6.8(b)(i), (ii) and 6.8 (c) is followed.

6.9 In Articles 6.2-6.9:

- (a) "Charity" shall include any company in which the Charity:
  - holds more than 50% of the shares; or
  - controls more than 50% of the voting rights attached to the shares; or
  - has the right to appoint one or more directors to the board of the company.
- (b) "Director" shall include any child, stepchild, parent, grandchild, grandparent, brother, sister or spouse of the governor or any person living with the governor as his or her partner
- (c) the employment or remuneration of a Director includes the

engagement or remuneration of any firm or company in which the Director is:

- (i) a partner;
- (ii) an employee;
- (iii) a consultant;
- (iv) a director;
- (v) a member; or
- (vi) a shareholder, unless the shares of the company are listed on a recognised stock exchange and the Director holds less than 1% of the issued capital.

7. The liability of the members of the Charity is limited.
8. Every member of the Charity undertakes to contribute such amount as may be required (not exceeding £10) to the Charity's assets if it should be wound up while he or she is a member or within one year after he or she ceases to be a member, for payment of the Charity's debts and liabilities before he or she 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.
9. If the Charity is wound up or dissolved and after all its debts and liabilities (including any under section 483 of the Education Act 1996) have been satisfied there remains any property it shall not be paid to or distributed among the members of the Charity (except to a member that is itself a charity), but shall be given or transferred to some other charity or charities having objects similar to the Object which prohibits the distribution of its or their income and property to an extent at least as great as is imposed on the Charity by Article 6 above, chosen by the members of the Charity at or before the time of dissolution and if that cannot be done then to some other charitable object.
10. No alteration or addition shall be made to or in the provisions of the Articles which would have the effect (a) that the Charity would cease to be a company to which section 60 of the Companies Act 2006 applies; or (b) that the Charity would cease to be a charity.

## MEMBERS

11. The Members of the Charity shall comprise
  - a. the signatories to the Memorandum who shall be those Members listed at (b), (c) and (d) below
  - b. the Bishop of Chichester
  - c. an Archdeacon appointed by the Bishop
  - c. the Diocesan Secretary
  - d. the Diocesan Board of Finance
  - e. any person appointed under Article 15
12. Each of the persons entitled to appoint Members in Article 11 shall have the right from time to time by written notice delivered to the Office to remove any Member appointed by them and to appoint a replacement Member to fill a vacancy whether resulting from such removal or otherwise.
13. If any of the persons entitled to appoint Members in Article 11:
  - a) in the case of an individual, die or become legally incapacitated;
  - b) in the case of a corporate entity, cease to exist and are not replaced by a successor institution; or
  - c) becomes insolvent or makes any arrangement or composition with their creditors generallytheir right to appoint Members under these Articles shall vest in the remaining Members.
14. Membership will terminate automatically if:
  - a) a Member (which is a corporate entity) ceases to exist and is not replaced by a successor institution;
  - b) a Member (who is an individual) dies or becomes incapable by reason of mental disorder, illness or injury of managing and administering his own

affairs; or

c) a Member becomes insolvent or makes any arrangement or composition with that Member's creditors generally.

15. The Members may agree unanimously in writing to appoint such additional Members as they think fit and may unanimously (save that the agreement of the Member(s) to be removed shall not be required) in writing agree to remove any such additional Members.
16. Every person nominated to be a Member of the Charity shall either sign a written consent to become a Member or sign the register of Members on becoming a Member.
17. Any Member may resign provided that after such resignation the number of Members is not less than two. A Member shall cease to be one immediately on the receipt by the Charity of a notice in writing signed by the person or persons entitled to remove him under Articles 11 or 15 provided that no such notice shall take effect when the number of Members is less than two unless it contains or is accompanied by the appointment of a replacement Member.

#### GENERAL MEETINGS

18. The Charity shall hold an Annual General Meeting every year in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Charity and that of the next. Provided that so long as the Charity holds its first Annual General Meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The Annual General Meeting shall be held at such time and place as the Directors shall appoint. All meetings other than Annual General Meetings shall be called General Meetings.
19. The Directors may call general meetings and, on the requisition of Members pursuant to the provisions of the Companies Act 2006, shall forthwith proceed to convene a general meeting in accordance with that Act. If there are not within the United Kingdom sufficient Directors to call a general meeting, any Director or any Member of the Charity may call a general meeting.

## NOTICE OF GENERAL MEETINGS

20. General meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed by a majority in number of Members having a right to attend and vote and together representing not less than 90% of the total voting rights at that meeting.

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an Annual General Meeting, shall specify the meeting as such. The notice shall also state that the Member is entitled to appoint a proxy.

The notice shall be given to all the Members, to the Directors and auditors.

21. 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.

22. No business shall be transacted at any meeting unless a quorum is present. A Member counts towards the quorum by being present either in person or by proxy. Two persons entitled to vote upon the business to be transacted, each being a Member or a proxy of a Member or a duly authorised representative of a Member organisation shall constitute a quorum.

23. 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 Directors may determine.

24. The chairman, if any, of the Directors or in his absence some other Director nominated by the Directors shall preside as chairman of the meeting, but if neither the chairman nor such other Director (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Directors present shall elect one of their number to be chairman and, if there is only one Director present and willing to act, he shall be the chairman.

25. If no Director is willing to act as chairman, or if no Director is present within

fifteen minutes after the time appointed for holding the meeting, the Members present and entitled to vote shall choose one of their number to be chairman.

26. A Director shall, notwithstanding that he is not a Member, be entitled to attend and speak at any general meeting.
27. The chairman may, with the consent of a majority of the Members at a 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 the 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, date 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.
28. A resolution put to the vote of the 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 Companies Act 2006, a poll may be demanded:-
  - (a) by the chairman; or
  - (b) by at least two Members having the right to vote at the meeting; or
  - (c) by a Member or Members representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting.
29. Unless a poll is duly demanded a declaration by the chairman that a resolution has 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 such resolution.
30. 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.

31. A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be Members) and fix a time, date and place for declaring the results. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
32. A poll demanded on the election of the chairman or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time, date and place as the chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent continuance of a meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
33. No notice need be given of a poll not taken immediately if the time, date and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven clear days' notice shall be given specifying the time, date and place at which the poll is to be taken.
34. A resolution in writing agreed by such number of Members as required if it had been proposed at a general meeting shall be as effectual as if it had been passed at a general meeting duly convened and held provided that a copy of the proposed resolution has been sent to every Member. The resolution may consist of several instruments in the like form each agreed by one or more Members and may include an electronic communication from a Member indicating his or her agreement to the form of resolution providing that the Member has previously notified the Secretary in writing of the email address or addresses which the Member will use.

#### VOTES OF MEMBERS

35. On the 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.

36. No Member shall be entitled to vote at any general meeting unless all moneys then payable by him to the Charity have been paid.
37. No objections shall be raised to the qualification of any person to vote at any general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.
38. An instrument appointing a proxy shall be in writing, signed by or on behalf of the appointer and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Directors may approve) -

“I/We, ....., of ....., being a Member/Members of the above named Charity, hereby appoint ..... of ....., or in his absence, ..... of ..... as my/our proxy to vote in my/our name[s] and on my/our behalf at the annual general meeting/ general meeting of the Charity to be held on .....20[ ], and at any adjournment thereof.

Signed on ..... 20[ ]”

39. Where it is desired to afford Members an opportunity of instructing the proxy how he shall act the instrument appointing a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Directors may approve)-

“I/We, ....., of ....., being a Member/Members of the above-named Charity, hereby appoint .... of ....., or in his absence, ..... of ....., as my/our proxy to vote in my/our name[s] and on my/our behalf at the annual general meeting/ general meeting of the Charity, to be held on .... 20[ ], and at any adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as follows:

Resolution No. 1 \*for \* against

Resolution No. 2 \*for \* against.

a. Strike out whichever is not desired.

Unless otherwise instructed, the proxy may vote as he thinks fit or abstain from voting.

Signed on .... 20[ ]”

40. The instrument appointing a proxy and any authority under which it is signed or a copy of such authority certified by a notary or in some other way approved by the Directors may -

(a) be deposited at the office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Charity in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or

(b) in the case of a poll taken more than 48 hours after it is demanded, be deposited as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll;

(c) where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman or to the Secretary or to any Director;

and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.

41. A vote given or poll demanded by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Charity at the office or at such other place at which the instrument of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote given or the poll demanded or (or in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

42. Any organisation which is a Member of the Charity may by resolution of its

board of directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Charity, and the person so authorised shall be entitled to exercise the same powers on behalf of the organisation which he represents as that organisation could exercise if it were an individual Member of the Charity.

## DIRECTORS

43. The number of Directors shall be not less than three but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum.
44. Subject to Articles 46-47, the Charity shall have the following Directors:
  - a. up to 9 Directors, appointed under Article 48
  - b. up to 3 Directors, appointed under Article 49;
  - c. the Bishop of Chichester;
  - d. the Director of Education;
  - e. the Diocesan Secretary;
45. The Charity may also have any Co-opted Director appointed under Article 51.
46. The first Directors shall be those persons named in the statement delivered pursuant to sections 9 and 12 of the Companies Act 2006.
47. Future Directors shall be appointed or elected, as the case may be, under these Articles.

## APPOINTMENT OF DIRECTORS

48. The Members may appoint up to 9 Directors.
49. The Directors may appoint up to 3 Directors who shall be representative of Church and other Schools in the Diocese with whom the Charity is working which may include both the voluntary schools and the academies. The Directors shall have regard to the geographical spread of the Diocese and the different phases of education in appointing Directors under this Article.

50. The Bishop of Chichester and the Director of Education and the Diocesan Secretary shall be treated for all purposes as being ex officio Directors. Any ex officio Director shall cease to hold office for any period during which he is suspended from the duties of his office.

#### CO-OPTED DIRECTORS

51. The Directors may appoint up to 3 Co-opted Directors. A 'Co-opted Director' means a person who is appointed to be a Director by being Co-opted by Directors who have not themselves been so appointed.

#### TERM OF OFFICE

52. The term of office for any Director shall be 4 years, save that this time limit shall not apply to any post which is held ex officio. Subject to remaining eligible to be a particular type of Director, any Director may be re-appointed or re-elected.

#### RESIGNATION AND REMOVAL

53. A Director shall cease to hold office if he resigns his office by notice to the Charity (but only if at least three Directors will remain in office when the notice of resignation is to take effect).
54. A Director shall cease to hold office if he is removed by the person or persons who appointed him.

#### DISQUALIFICATION OF DIRECTORS

55. No person shall be qualified to be a Director unless he is aged 18 or over at the date of his election or appointment. No current pupil of a school shall be a Director.
56. A Director shall cease to hold office if he becomes incapable by reason of mental disorder, illness or injury of managing or administering his own affairs.
57. A Director shall cease to hold office if he is absent without the permission of the Directors from all their meetings held within a period of six months and the Directors resolve that his office be vacated.

58. A person shall be disqualified from holding or continuing to hold office as a Director if—
- a) his estate has been sequestrated and the sequestration has not been discharged, annulled or reduced; or
  - b) he is the subject of a bankruptcy restrictions order or an interim order.
59. A person shall be disqualified from holding or continuing to hold office as a Director at any time when he is subject to a disqualification order or a disqualification undertaking under the Company Directors Disqualification Act 1986 or to an order made under section 429(2)(b) of the Insolvency Act 1986 (failure to pay under county court administration order).
60. A Director shall cease to hold office if he ceases to be a Director by virtue of any provision in the Companies Act 2006 or is disqualified from acting as a trustee by virtue of section 178 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision).
61. A person shall be disqualified from holding or continuing to hold office as a Director if he has been removed from the office of charity trustee or trustee for a charity by an order made by the Charity Commission or the High Court on the grounds of any misconduct or mismanagement in the administration of the charity for which he was responsible or to which he was privy, or which he by his conduct contributed to or facilitated.
62. A person shall be disqualified from holding or from continuing to hold office as a Director at any time when he is:
- a) included in the list kept by the Secretary of State under section 1 of the Protection of Children Act 1999; or
  - b) disqualified from working with children in accordance with Section 35 of the Criminal Justice and Court Services Act 2000; or
  - c) barred from regulated activity relating to children (within the meaning of section 3(2) of the Safeguarding Vulnerable Groups Act 2006); or
  - d) included in the Archbishop's List kept under section 38 of the Clergy

Discipline Measure 2003.

63. A person shall be disqualified from holding or continuing to hold office as a Director if he is a person in respect of whom a direction has been made under section 142 of the Education Act 2002 or is subject to any prohibition or restriction which takes effect as if contained in such a direction.
64. A person shall be disqualified from holding or continuing to hold office as a Director where he has, at any time, been convicted of any criminal offence, excluding any that have been spent under the Rehabilitation of Offenders Act 1974 as amended, and excluding any offence for which the maximum sentence is a fine or a lesser sentence except where a person has been convicted of any offence which falls under section 178 of the Charities Act 2011.
65. Where, by virtue of these Articles a person becomes disqualified from holding, or continuing to hold office as a Director; and he is, or is proposed, to become such a Director, he shall upon becoming so disqualified give written notice of that fact to the Secretary.
66. Articles 55 to 65 and Articles 83-84 also apply to any member of any committee of the Directors who is not a Director.

SECRETARY TO THE DIRECTORS

67. The Secretary shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them. Notwithstanding this Article, the Directors may, where the Secretary fails to attend a meeting of theirs, appoint any one of their number or any other person to act as Secretary for the purposes of that meeting.

CHAIRMAN AND VICE-CHAIRMAN OF THE DIRECTORS

68. The Bishop of Chichester shall be chairman except that if he does not desire to be chairman, the Bishop of Chichester, after consultation with the Directors, shall each year, at their first meeting in that year elect a chairman from among their number. The Directors shall elect a vice chairman from

among their number.

69. Subject to Article 70, the chairman or vice-chairman shall hold office as such until his successor has been elected in accordance with Article 71.
70. The chairman or vice-chairman may at any time resign his office by giving notice in writing to the Secretary. The chairman or vice-chairman shall cease to hold office if—
  - a) he ceases to be a Director;
  - b) he is employed by the Charity;
  - c) he is removed from office in accordance with these Articles; or
  - d) in the case of the vice-chairman, he is elected in accordance with these Articles to fill a vacancy in the office of chairman.
71. Where by reason of any of the matters referred to in Article 70, a vacancy arises in the office of chairman or vice-chairman, the Directors shall at their next meeting elect one of their number to fill that vacancy.
72. Where the chairman is absent from any meeting or there is at the time a vacancy in the office of the chairman, the vice-chairman shall act as the chair for the purposes of the meeting.
73. Where in the circumstances referred to in Article 72 the vice-chairman is also absent from the meeting or there is at the time a vacancy in the office of vice-chairman, the Directors shall elect one of their number to act as a chairman for the purposes of that meeting, provided that the Director elected shall not be a person who is employed by the Charity.
74. The Secretary shall act as chairman during that part of any meeting at which the chairman is elected.
75. Any election of the chairman or vice-chairman which is contested shall be held by secret ballot.
76. Except where the chairman is the Bishop of Chichester, the Directors may remove the chairman or vice-chairman from office in accordance with these

Articles.

77. A resolution to remove the chairman or vice-chairman from office which is passed at a meeting of the Directors shall not have effect unless—
- a) it is confirmed by a resolution passed at a second meeting of the Directors held not less than fourteen days after the first meeting; and
  - b) the matter of the chairman's or vice-chairman's removal from office is specified as an item of business on the agenda for each of those meetings.
78. Before the Directors resolve at the relevant meeting on whether to confirm the resolution to remove the chairman or vice-chairman from office, the Director or Directors proposing his removal shall at that meeting state their reasons for doing so and the chairman or vice-chairman shall be given an opportunity to make a statement in response.

#### POWERS OF DIRECTORS

79. Subject to provisions of the Companies Act 2006, the Articles and to any directions given by special resolution, the business of the Charity shall be managed by the Directors who may exercise all the powers of the Charity. No alteration of the Articles and no such direction shall invalidate any prior act of the Directors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article shall not be limited by any special power given to the Directors by the Articles and a meeting of Directors at which a quorum is present may exercise all the powers exercisable by the Directors.
80. In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the Articles the Directors shall have the following powers, namely:
- a) to expend the funds of the Charity in such manner as they shall consider most beneficial for the achievement of the Object and to invest in the name of the Charity 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 Object; and

b) to enter into contracts on behalf of the Charity.

81. In the exercise of their powers and functions, the Directors shall have regard to any advice given by the Director of Education the Diocesan Secretary and any other executive officer of the Diocese.
82. Any bank account in which any money of the Charity is deposited shall be operated by the Directors in the name of the Charity. All cheques and orders for the payment of money from such an account shall be signed by at least two signatories authorised by the Directors.

#### CONFLICTS OF INTEREST

83. Any Director who has or can have any direct or indirect duty or personal interest (including but not limited to any Personal Financial Interest) which conflicts or may conflict with his duties as a Director shall disclose that fact to the Directors as soon as he becomes aware of it. A Director must absent himself from any discussions of the Directors in which it is possible that a conflict will arise between his duty to act solely in the interests of the Charity and any duty or personal interest (including but not limited to any Personal Financial Interest).
84. For the purpose of Article 83, a Director has a Personal Financial Interest in the employment or remuneration of, or the provision of any other benefit to, that Director as permitted by and as defined by articles 6.5-6.9.

#### THE MINUTES

85. The minutes of the proceedings of a meeting of the Directors shall be drawn up and entered into a book kept for the purpose by the person acting as Secretary for the purposes of the meeting; and shall be signed (subject to the approval of the Directors) at the same or next subsequent meeting by the person acting as chairman thereof. The minutes shall include a record of:
  - a) all appointments of officers made by the Directors; and
  - b) all proceedings at meetings of the Charity and of the Directors and of

committees of Directors including the names of the Directors present at each such meeting.

## COMMITTEES

86. Subject to these Articles, the Directors may establish any committee. Subject to these Articles, the constitution, membership and proceedings of any committee shall be determined by the Directors. The establishment, terms of reference, constitution and membership of any committee of the Directors shall be reviewed at least once in every twelve months. The membership of any committee of the Directors may include persons who are not Directors, provided that a majority of members of any such committee shall be Directors. The Directors may determine that some or all of the members of a committee who are not Directors shall be entitled to vote in any proceedings of the committee. No vote on any matter shall be taken at a meeting of a committee of the Directors unless the majority of members of the committee present are Directors.

## DELEGATION

87. The Directors may delegate to any Director, committee or any other holder of an executive office, such of their powers or functions as they consider desirable to be exercised by them. Any such delegation may be made subject to any conditions the Directors may impose and may be revoked or altered.
88. Where any power or function of the Directors is exercised by any committee, any Director or any other holder of an executive office, that person or committee shall report to the Directors in respect of any action taken or decision made with respect to the exercise of that power or function at the meeting of the Directors immediately following the taking of the action or the making of the decision.
89. The Directors may delegate such powers and functions as they consider are required by the Director of the Department of Schools and Colleges for the internal organisation, management and control of the Charity (including the implementation of all policies approved by the Directors and for providing support to the Catholic schools in the Diocese as envisaged by the Object).

## MEETINGS OF THE DIRECTORS

90. Subject to these Articles, the Directors may regulate their proceedings as they think fit.
91. The Directors shall hold at least three meetings in every school year. Meetings of the Directors shall be convened by the Secretary. In exercising his functions under this Article the Secretary shall comply with any direction—
- a) given by the Directors; or
  - b) given by the chairman of the Directors or, in his absence or where there is a vacancy in the office of chairman, the vice-chairman of the Directors, so far as such direction is not inconsistent with any direction given as mentioned in (a).
92. Any three Directors may, by notice in writing given to the Secretary, requisition a meeting of the Directors; and it shall be the duty of the Secretary to convene such a meeting as soon as is reasonably practicable.
93. Each Director shall be given at least seven clear days before the date of a meeting –
- a) notice in writing thereof, signed by the Secretary, and sent to each Director at the address provided by each Director from time to time; and
  - b) a copy of the agenda for the meeting;
- provided that where the chairman or, in his absence or where there is a vacancy in the office of chairman, the vice-chairman, so determines on the ground that there are matters demanding urgent consideration, it shall be sufficient if the written notice of a meeting, and the copy of the agenda thereof are given within such shorter period as he directs.
94. The convening of a meeting and the proceedings conducted thereat shall not be invalidated by reason of any individual not having received written notice of the meeting or a copy of the agenda thereof.
95. A resolution to rescind or vary a resolution carried at a previous meeting of the Directors shall not be proposed at a meeting of the Directors unless the

consideration of the rescission or variation of the previous resolution is a specific item of business on the agenda for that meeting.

96. A meeting of the Directors shall be terminated forthwith if—
- (a) the Directors so resolve; or
  - (b) the number of Directors present ceases to constitute a quorum for a meeting of the Directors in accordance with Article 99, subject to Article 101 .
97. Where in accordance with Article 96 a meeting is not held or is terminated before all the matters specified as items of business on the agenda for the meeting have been disposed of, a further meeting shall be convened by the Secretary as soon as is reasonably practicable, but in any event within seven days of the date on which the meeting was originally to be held or was so terminated.
98. Where the Directors resolve in accordance with Article 96 to adjourn a meeting before all the items of business on the agenda have been disposed of, the Directors shall before doing so determine the time and date at which a further meeting is to be held for the purposes of completing the consideration of those items, and they shall direct the Secretary to convene a meeting accordingly.
99. Subject to Article 101 the quorum for a meeting of the Directors, and any vote on any matter thereat, shall be any three Directors, or, where greater, any one third (rounded up to a whole number) of the total number of Directors holding office at the date of the meeting.
100. The Directors may act notwithstanding any vacancies in their number, but, if the numbers of Directors is less than the number fixed as the quorum, the continuing Directors may act only for the purpose of filling vacancies or of calling a general meeting.
101. The quorum for the purposes of—
- a. any vote on the removal of a Director in accordance with Article 54;

b. any vote on the removal of the chairman of the Directors in accordance with Article 76;

shall be any two-thirds (rounded up to a whole number) of the persons who are at the time Directors entitled to vote on those respective matters.

102. Subject to these Articles, every question to be decided at a meeting of the Directors shall be determined by a majority of the votes of the Directors present and voting on the question. Every Director shall have one vote.

103. Subject to Article 99-101, where there is an equal division of votes, the chairman of the meeting shall have a casting vote in addition to any other vote he may have.

104. The proceedings of the Directors shall not be invalidated by

a. any vacancy among their number; or

b. any defect in the election, appointment or nomination of any Director.

105. A resolution in writing, signed by all the Directors entitled to receive notice of a meeting of the Directors or of a committee of the Directors, shall be valid and effective as if it had been passed at a meeting of the Directors or (as the case may be) a committee of the Directors duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the Directors and may include an electronic communication from a Director indicating his or her agreement to the form of resolution providing that the Director has previously notified the Secretary in writing of the email address or addresses which the Director will use.

106. Any Director shall be able to participate in meetings of the Directors by telephone or video conference provided that:

a. he has given notice of his intention to do so detailing the telephone number on which he can be reached and/or appropriate details of the video conference suite from which he shall be taking part at the time of the meeting at least 48 hours before the meeting; and

b. the Directors have access to the appropriate equipment if after all reasonable efforts it does not prove possible for the person to participate by telephone or video conference the meeting may still proceed with its business provided it is otherwise quorate.

#### PATRONS AND HONORARY OFFICERS

107. The Directors may from time to time appoint any person whether or not a Member of the Charity to be a patron of the Charity or to hold any honorary office and may determine for what period he is to hold such office.

#### THE SEAL

108. The seal, if any, shall only be used by the authority of the Directors or of a committee of Directors authorised by the Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the Secretary or by a second Director.

#### ACCOUNTS

109. The Directors must comply with their obligations under the Charities Act 2011, with regard to:

- (1) the keeping of accounting records for the Charity;
- (2) the preparation of annual statements of account for the Charity;
- (3) the auditing or independent examination of the statements of account of the Charity;
- (4) the transmission of the statements of account of the Charity to the Commission;
- (5) the preparation of an Annual Report and its transmission to the Commission;
- (6) the preparation of an Annual Return and its transmission to the Commission.

#### ANNUAL REPORT

110. The Directors shall prepare the Annual Report in accordance with the

## ANNUAL RETURN

111. The Directors shall comply with their obligations under Part 24 of the Companies Act 2006 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return to the Registrar of Companies and in accordance with the Charities Statement of Recommended Practice.

## NOTICES

112. Any notice to be given to or by any person pursuant to the Articles (other than a notice calling a meeting of the Directors) shall be in writing or shall be given using electronic communications to an address for the time being notified for that purpose to the person giving the notice. In these Articles, "Address" in relation to electronic communications, includes a number or address used for the purposes of such communications.
113. A notice may be given by the Charity to a Member either personally or by sending it by post in a prepaid envelope addressed to the Member at his registered address or by leaving it at that address or by giving it using electronic communications to an address for the time being notified to the Charity by the Member. A Member whose registered address is not within the United Kingdom and who gives to the Charity an address within the United Kingdom at which notices may be given to him, or an address to which notices may be sent using electronic communications, shall be entitled to have notices given to him at that address, but otherwise no such Member shall be entitled to receive any notice from the Charity.
114. A Member present, either in person or by proxy, at any meeting of the Charity shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.
115. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Proof that

a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted or, in the case of a notice contained in an electronic communication, at the expiration of 48 hours after the time it was sent.

## INDEMNITY

116. Subject to the provisions of the Companies Act 2006 every Director or other officer or auditor of the Charity shall be indemnified out of the assets of the Charity against any liability incurred by him in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in 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 Charity.

## RULES

117. The Directors 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 Charity and for purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they may by such rules or bye laws regulate:

a. the admission and classification of Members of the Charity (including the admission of organisations to membership) and the rights and privileges of such Members, and the conditions of membership and the terms on which Members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by Members;

b. the conduct of Members of the Charity in relation to one another, and to the Charity's servants;

c. the setting aside of the whole or any part or parts of the Charity's premises at any particular time or times or for any particular purpose or

purposes;

d. the procedure at general meetings and meetings of the Directors and committees of the Directors in so far as such procedure is not regulated by the Articles; and

e. generally, all such matters as are commonly the subject matter of company rules.

118. The Charity in general meeting shall have power to alter, add or to repeal the rules or bye laws and the Directors shall adopt such means as they think sufficient to bring to the notice of Members of the Charity all such rules or bye laws, which shall be binding on all Members of the Charity. Provided that no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in the Articles.

