

THE COMPANIES ACT 2006

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A COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

OF

THE BROMLEY CATHOLIC PRIMARY SCHOOLS TRUST

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INTERPRETATION

1. In these Articles:-
 - a. "the Articles" means these Articles of Association of the Charity;
 - b. "the Archbishop" means the Archbishop for the time being of the Diocese and includes any person or office exercising ordinary jurisdiction in his name including any alternate appointed in the event of any interregnum and ceasing once a permanent successor is appointed and installed in accordance with the rules and regulations of the Roman Catholic Church;
 - c. "the Bromley Catholic Primary Schools" means the Catholic primary schools in Bromley who are Members of the Charity;
 - d. "the Charity" means the company intended to be regulated by these Articles and referred to in Article 2;
 - e. "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;
 - f. "the Commission" means the Charity Commission for England and Wales;
 - g. "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;
 - h. "the Diocese" means the Roman Catholic Diocese of Southwark which includes any area under the jurisdiction of the Archbishop of Southwark under canon law;
 - i. "the Directors" means the directors of the Charity. The directors are charity trustees as defined in section 97 of the Charities Act 1993;

- j. "the Executive Director" means such person as may be appointed by the Directors to act as the Executive Director with executive powers;
- k. "financial expert" means an individual, company or firm who is authorised to give investment advice under the Financial Services and Markets Act 2000;
- l. "Foundation Member" means the Members appointed by the Archbishop and identified as Foundation Members in Article 11;
- m. "Member" means a member of the Charity and someone who as such is bound by the undertaking contained in Article 8;
- n. "the Memorandum" means the Memorandum of Association of the Charity;
- o. "Office" means the registered office of the Charity;
- p. "Raising Achievement Panel" means a committee established under Article 86A for the purposes of monitoring and raising achievement in the Bromley Catholic Primary Schools in accordance with the Scheme for Raising Achievements;
- q. "schools" means the schools established in accordance with the Education Acts (including for the avoidance of doubt the Academies Act 2010) and serving the communities in which the Charity operates;
- r. "the seal" means the common seal of the Charity if it has one;
- s. "Secretary" means the secretary or clerk of the Charity or any other person appointed to perform the duties of the clerk of the Charity, including a joint, assistant or deputy secretary or clerk;
- t. "Secretary of State" means the Secretary of State for Education or successor;
- u. "Scheme for Raising Achievements" means the formal scheme which will be in place between the Charity and the Bromley Catholic Primary Schools for the monitoring and setting of standards within the Bromley Catholic Primary Schools for the purposes of continued and sustained improvement in those schools and which are attached to these Articles;
- v. "the United Kingdom" means Great Britain and Northern Ireland;

- w. "Underperformance Trigger" means a "RAG" rating of Red given by the Raising Achievement Panel in respect of an Academy under the Scheme for Raising Achievements;
 - 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 Bromley Catholic Primary Schools 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 promote or assist in the promotion of Catholic education in Bromley and its surrounding area, being education which is conducted in accordance with the principles, practices, tenets and teachings of the Catholic Church and all Catholic canon law applying thereto;
 - b) to facilitate collaboration between the Bromley Catholic Primary Schools so that they may better serve their communities and promote the common good;
 - c) to promote or assist in the promotion of religious education and religious worship in schools; and
 - d) to advance for the public benefit education in the United Kingdom by promoting co-operation between schools and improvement in schools.

all of which activities shall be carried out for the public benefit and in accordance with the principles, practices and tenets of the Catholic Church and all Catholic canon law applying thereto having regard to any advice and following any directives issued from time to time by the Bishop.

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 companies, 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, sponsor, maintain, carry on, manage and develop Catholic schools in the Diocese;

- (i) to promote or assist in the promotion of Catholic schools in the Diocese;
- (j) to protect Catholic Church educational endowments and to hold in trust, for the benefit of Catholic 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 educational facilities and services to the Catholic schools in the Diocese and the wider schools community for the public benefit including advising any other body or person concerned in any matter affecting Catholic schools or schools generally;
- (l) to make grants and loans in aid of building, enlarging or improving buildings and facilities used by Catholic 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 of section 232 to 235 of the Companies Act 2006, section 189 of the Charities Act 2011 or any other provision of law applicable to charitable companies and any such indemnity is limited accordingly;

(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 The income and property of the Charity shall be applied solely towards the promotion of the Object.
- 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.
- 6.3 A Director may benefit from any indemnity insurance purchased at the Charity's expense to cover the liability of the Directors which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default or breach of trust or breach of duty of which they may be guilty in relation to the Charity: Provided that any such insurance shall not extend to: (i) any claim arising from any act or omission which the Directors knew to be a breach of trust or breach of duty or which was committed by the Directors in reckless disregard to whether it was a breach of trust or breach of duty or not; and (ii) provided also that any such insurance shall not extend to the costs of any unsuccessful defence to a criminal prosecution brought against the Directors in their capacity as directors of the Charity. Further, this Article does not authorise a Director to benefit from any indemnity insurance that would be rendered void by any provision of the Companies Act 2006, the Charities Act 2011 or any other provision of law.
- 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.
- c) receive interest on money lent to the Charity at a reasonable and proper rate.
- (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.
- (e) receive a benefit albeit indirect in the capacity as an employee, governor or trustee of a school to whom the Charity is providing support and assistance.

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 (ignoring for this purpose any indirect benefits resulting from support and assistance being provided to schools in which the Director has an interest

in fulfilment of the Objects).

6.8A If a conflict of interest arises for a Director because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the Articles, the unconflicted Directors may authorise such a conflict of interest where the following conditions are met:

- a. the conflicted Director is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;
- b. the conflicted Director does not vote on any such matter and is not to be counted when considering whether a quorum of Directors is present at the meeting; and
- c. the unconflicted Directors consider it is in the interests of the Charity to authorise the conflict of interests in the circumstances applying.

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
- (v) 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 three persons who at the time of incorporation are the Vicar General

- of the Diocese, the Diocesan Financial Secretary and a third person nominated by the Archbishop who together shall be the Foundation Members and who shall be the signatories to the Memorandum;
- b. the Vicar General of the Diocese who shall be a Foundation Member;
 - c. the Diocesan Financial Secretary who shall be a Foundation Member;
 - d. One person nominated by the Archbishop who shall be a Foundation Member;
 - e. those of the Bromley Catholic Primary Schools that have applied to become Members; and
 - f. any person or school appointed under Article 15;
12. Members shall be required to pay an annual subscription fee to the Charity in accordance with rules adopted pursuant to Article 117 which may provide for different fees for different categories of Members.
13. Membership is not transferrable to anyone else.
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 (which 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; or
 - d) a Member who was a Member by virtue of his post ceases to hold the relevant post; or
 - (e) a Member (other than a Foundation Member) fails to pay any subscription fee which is due and unpaid after six months, and a resolution terminating the Member's membership has been passed at a general

meeting of the Charity.

15. The Members may agree by passing a special resolution in writing to appoint such additional Members as they think fit and may agree by passing a special resolution in writing to remove any such additional Members provided that such appointment or removal is in the interests of the Charity and the approval of the Archbishop is first obtained.
- 15A. The Members may agree unanimously in writing to remove any Member(s) who is a signatory to the Memorandum except for the Foundation Members (save that the agreement of a signatory to the Memorandum who is to be removed shall not be required), provided that it is in the interests of the Charity to remove such a Member(s).
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.

GENERAL MEETINGS

18. Not used.
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 attend, speak and vote in my/our name[s] and on my/our behalf at the annual general meeting/ general meeting of the Charity to be held on20[], 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 attend, speak and 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. any Directors appointed by the Archbishop under Article 50A;
 - b. at least 1 Director appointed by each of the Bromley Catholic Primary Schools who are Members pursuant to Article 11(d);
 - c. any other Directors as may be appointed under Article 48 including if appointed the Executive Director.
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 Directors may appoint such number of Directors as they see fit.
49. The Directors appointed under Article 44(b) shall be appointed by the relevant Members under such procedure as they see fit.
- 49A. The Directors appointed under Article 44(b) shall be members, governors, directors, other officers or employees of the relevant Bromley Catholic Primary School which is a Member pursuant to Article 11(d) unless the Members by resolution decide otherwise.
50. The Directors appointed under Article 48 may serve in an executive capacity and be employed by the Charity provided the provisions of Article 6 are complied with and any Director, including the Executive Director if appointed, serving in such capacity shall be a Director for as long as he or she remains in office as such.

50A. The Archbishop may appoint such Directors, as he sees fit if an

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Underperformance Trigger has occurred.

50B. The Archbishop may remove any Director as he sees fit if an Underperformance Trigger has occurred.

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CO-OPTED DIRECTORS

51. The Directors may appoint any 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. Not used.
63. Not used.
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 Directors shall each year elect a chairman from among their number. The Directors shall elect a vice chairman from among their number. A Director who is employed by the Charity shall not be eligible for election as chairman or vice-chairman.
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
 - b) 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. 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 may consider any advice given by the Archbishop of Southwark, the Director of Education of the Diocese, the Executive Director and any other executive officer of the Charity.

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.

- 86A. **The Directors shall establish a Raising Achievements Panel under Article 86.**

DELEGATION

87. The Directors may delegate to any Director (including the Executive Director, if appointed), 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 shall appoint the Executive Director and may delegate such powers and functions as they consider are required by the Executive Director 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). The Directors shall not be obliged to appoint an Executive Director but shall have regard to any recommendation by the Foundation Members and/or the Archbishop.

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 1993, as amended by the Companies Act 2006 and 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 its Annual Report in accordance with the Charities Statement of Recommended Practice.

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

a. 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.