

# **STATUTES OF ST. JULIAN'S SCHOOL ASSOCIATION**

## **1. NAME AND REGISTERED OFFICE**

The Association adopts the name of St. Julian's School Association (Associação do Colégio São Julião) and its registered office shall be at Quinta Nova, Carcavelos, or elsewhere as may be resolved by a General Meeting.

## **2. FOUNDATION**

The Association is deemed to have been founded in January 1938 in order to be the successor of the Colégio Inglês de São Julião, Ltd., which was founded in October 1932, and which voluntarily ceased to do business on 31<sup>st</sup> December 1937.

## **3. DURATION**

The duration of the Association is for an unlimited period. Its financial year shall be from September 1<sup>st</sup> to August 31<sup>st</sup>, or as may be otherwise resolved by a General Meeting.

## **4. OBJECTS**

4.1 The objects of the Association are solely cultural and non-profit making, namely to afford educational facilities to British and Portuguese children and children of other nationalities and to encourage the study and use of the English language and educational methods by maintaining or subsidising schools.

4.2 The Board of Governors may authorise subsidies towards, or the payment of, the education of British children resident in Portugal, and, in special circumstances, of children of other nationalities.

4.3 The Association's activities are limited to the objects for which it has been brought into existence and for this purpose it may acquire or rent property and administer the same.

## **5. PATRONS**

H.M. Ambassador in Portugal and H.M. Consul in Lisbon are, subject to their consent, deemed to be Patrons of the Association, and also those persons who may be invited by a General Meeting.

## **6. MEMBERSHIP**

**6.1** The Association shall consist of a minimum of thirty and a maximum of forty ordinary members, plus the Governors appointed under article 7.4, the life and founder members. Seventy per cent (70%) of the members of the Association shall be British citizens, excluding founder and life members.

**6.2** At meetings of the Association each member shall have one vote.

**6.3** The eligibility to be a member of the Association occurs by unanimous nomination by all members of the Nominating Committee.

**6.4** The Nominating Committee consists of three members, at least two of whom shall be British citizens, who are appointed by the Annual General Meeting of the Association for a period of four years renewable. As soon as a member of the Nominating Committee ceases to be a member of the Association that person also ceases to be a member of the Nominating Committee. The vacancy thus created will be filled by nomination by the Governors until the next Annual General Meeting when a new member will be appointed for the remainder of the term of office.

**6.5** Except for founder and life members, only persons who

- a)** are resident in Portugal,
  - b)** have applied to the Nominating Committee for membership and have been notified by the Nominating Committee that they may put themselves up for election, or who have received an invitation from the Nominating Committee to put themselves up for election and have accepted this invitation, and
  - c)** are not employees or married to employees of the Association
- can be eligible as members.

**6.6** Candidates and members must advise the Nominating Committee of any potential conflict of interest that may exist by virtue of their membership of the Association.

**6.7** At the next Annual General Meeting the admittance of a member will be voted upon.

Thereafter the candidate shall be informed by the Secretary to the General Meeting whether or not the application for membership has been accepted.

**6.8** Membership ends:

- a)** by death
- b)** by letter of resignation;
- c)** by notice of termination by the Nominating Committee, with due observance of the provisions of paragraph 6.9;
- d)** by removal, as meant in paragraph 6.10 below;
- e)** on the member reaching his/her seventy-fifth birthday.

**6.9** Notice of termination by the Nominating Committee shall be given by letter:

a) if a member has taken up or shall take up residence outside Portugal;  
b) if a member has not attended in person three consecutive General Meetings of the Association, unless the explanation provided for such absence is approved by the Chairman of the General Meeting;  
c) insofar as it concerns a member, whose decision on admittance as a member expressly stipulated that he/she was to be admitted for the period that he/she held a certain post as specified in the decision on admittance, if and as soon as he/she stops holding that post;  
In all these cases the membership ends as of the date of the aforementioned letter.

6.10 If a member has acted contrary to the Statutes, regulations or resolutions of the Association or in the opinion of the Nominating Committee may cause detriment to the Association, the individual may be proposed for removal from membership by the Nominating Committee. This proposal of the Nominating Committee must be voted on by a General Meeting.

6.11 With the exception of:

a) reasonable remuneration for any services requested by and actually rendered to the Association;  
b) payment of interest at a reasonable rate on money lent to the Association;  
c) payment of a reasonable rent for premises let to the Association;  
d) essential out-of-pocket expenses incurred on behalf of the Association which may be reimbursed;  
no member of the Association is entitled to receive money or values in money chargeable to the Association's resources.

6.12 The Association shall be entitled to charge such fees to members, on an annual or other basis, as the Annual General Meeting shall from time to time decide.

## **7. BOARD OF GOVERNORS**

7.1 The Board of Governors shall consist of nine members of whom five are to be British citizens.

7.2 All powers which have not exclusively been vested in other bodies by law or under these Statutes, shall be vested in the Board of Governors.

7.3 Six members of the Board of Governors shall be elected by the Annual General Meeting from amongst the members of the Association. The candidature of a person who wishes to be nominated as a member of the Board of Governors as referred to in the preceding sentence has to be proposed by one member and seconded by another member of the Association. In the event that more than the required number of nominations are made, those acquiring the largest number of votes at the Annual General Meeting of the Association will be duly elected to the vacancies.

A temporary vacancy among the elected members may be filled until the next following Annual General Meeting by cooption by the Board of Governors from amongst the members of the Association.

Governors are obliged to make mention of any potential conflict of interest that may exist such as is described in Article 6.6.

7.4 Three members of the Board of Governors shall be coopted, whether or not from among the members of the Association, by the Board of Governors. Such Governors shall be deemed to be “ex-officio” members of the Association for the duration of the appointment. A coopted Governor’s appointment shall be confirmed annually by the General Meeting. Any potential conflict of interest that may exist such as is described in Article 6.6 shall be taken into account when such cooption is made. A coopted Governor does not need to reside in Portugal but otherwise is subject to the requirements of these Statutes relating to elected Governors.

7.5 The elected Governors shall hold office for four years. No elected Governor shall hold office for more than three consecutive terms of office.

7.6 The Governors shall choose, from amongst the British members of the Board of Governors, a Chairman and an Honorary Secretary.

7.7 A member of the Board of Governors may be dismissed or suspended by the body that has elected or coopted such member.

7.8 A Governor’s membership of the Board of Governors shall furthermore end:

- a) if that member ceases to be resident in Portugal;
- b) if that member has been appointed by virtue of the position he/she holds, if he/she ceases to hold that position;
- c) by notice of retirement as a Governor;
- d) by death;
- e) on the Governor reaching his or her seventieth birthday.

7.9 With due observance of these Articles of Association the Board may adopt standing rules governing its internal organisation, including as deemed appropriate contacts with parents, staff and students. Furthermore, the members of the Board of Governors may divide their duties among themselves, whether or not by way of standing rules.

7.10 The Board of Governors can only adopt valid resolutions if at least six members of the Board of Governors are present in person in a meeting. It shall adopt its resolutions with a minimum of five votes in favour. The Chairman shall have a casting vote. Governors unable to be present at a meeting of the Board may give their proxy to another Governor to vote on their behalf; no Governor may hold more than proxy vote.

7.11 The Board of Governors shall meet at least once in each term of St. Julian’s School and whenever deemed to be necessary in the interests of the Association or within fifteen days of a written request by the Head.

7.12 Members of the Board of Governors will not receive any remuneration for their activities in that capacity. They cannot be salaried employees of the Association, nor can they be assigned duties carrying remuneration. Essential out-of-pockets expenses incurred in carrying out their duties as a member of the Board of Governors may, however, be reimbursed.

## **8. MANAGEMENT**

8.1 The management of the School shall be the responsibility of the Head. The Head shall establish an appropriate management structure acceptable to the Board of Governors including a system of consultation with parents, staff and students and shall report to the Board of Governors.

8.2 The Board of Governors shall adopt standing rules with regard to the internal division of rules and authorities between the Board of Governors and the Head. The standing rules shall, however, as required by Article 9.2, ensure that all dealing or transaction in immovable property shall be the exclusive responsibility of an Extraordinary General Meeting. After consultation with the Head, the Board of Governors will establish the educational and financial policies to be followed by the School and the Head will be responsible to the Board of Governors for the execution of such policies. The appointment or removal of the Head and the Bursar shall be the responsibility of the Board of Governors. Borrowings require the approval of the Board of Governors.

8.3 The Head will normally attend the meetings of the Board of Governors. The Governors can however at their discretion invite others, whether or not members of the staff, to attend meetings as required, or part thereof.

## **9. LEGAL REPRESENTATION**

9.1 The administration of the Association's affairs and its representation at law or otherwise shall be the responsibility of the Board of Governors, which may appoint any two of its members to represent it. The Board of Governors may also constitute a representative or representatives by resolution which will define the powers of such representatives. The Association will be bound by the signature of two members of the Board of Governors.

9.2 The Board of Governors is not authorised to enter into contracts to acquire, dispose, alienate or encumber immovable property other than with the approval of three quarters of the votes of the present or duly represented members of the Association, at an Extraordinary General Meeting at which three quarters of the members of the Association are present or duly represented.

9.3 Furthermore, the approval of the Annual General Meeting or of an Extraordinary General Meeting as referred to in Article 11 is required for proposals of the Board of Governors to incur expenditure on any one project

exceeding ten per cent (10%) of the Association's total income during the previous Association year.

#### **10. ANNUAL REPORT AND FINANCIAL STATEMENTS**

The Head shall submit an Annual Report and Financial Statements for the financial year for the approval of the Board of Governors and subsequent submission to the Annual General Meeting, after audit.

#### **11. GENERAL MEETINGS**

**11.1** General Meetings shall be convened by the Chairman of the General Meeting by letter addressed to each member of the Association at the last known address, specifying the date, time and place, the subjects for discussion, and giving at least thirty days clear notice of the Annual General Meeting or an Extraordinary General Meeting.

**11.2** The Chairman of the General Meeting shall summon the Annual General Meeting to be held as soon as possible after 31<sup>st</sup> August, but in no case later than 30<sup>th</sup> November, in each year.

**11.3** The business of the Annual General Meeting shall be election of members, Governors, members of the Nominating Committee, the Auditors and members of the Board of Audit, approval of the Head's Annual Report and the audited Financial Statements referred to in Article 10, the report of the Board of Governors and other matters of which due notice shall have been received.

**11.4** Subjects for discussion at the Annual General Meeting shall be notified in writing and received by the Secretary to the General Meeting at least eight days before the date on which the same is to be held.

**11.5** The quorum for the Annual General Meeting shall consist of one half of the members of the Association present or duly represented. Failing a quorum, the meeting may be summoned again for a date not more than thirty days from the date first appointed, and at the second meeting a minimum of one third of the members of the Association present or duly represented, shall constitute a quorum. Both meetings may be summoned on one notice.

The quorum at Extraordinary General Meetings, except for meetings called for the purposes on articles 9 (2), 13 or 14 shall consist of one half of the members of the Association present or duly represented.

A member of the Association who is unable to be present at an Annual or Extraordinary General Meeting may give a proxy to another member to attend and vote on the member's behalf.

No member may hold more than three proxy votes.

**11.6** The Chairman, Secretary and Assistant Secretary of the General Meeting shall be elected, for a four year term, by the members of the Association at the Annual General Meeting.

11.7 All members of the Association have the right to inspect the General Meeting Minute Book on application to the Secretary.

11.8 All matters discussed at a General Meeting whether Annual or Extraordinary and except as provided for in articles 9 (2), 13 and 14 hereof, shall be decided by a majority of votes. The Chairman shall have a casting vote.

11.9 The Chairman of the General Meeting shall summon an Extraordinary General Meeting:

- whenever he deems it necessary,
- at the request in writing of members representing not less than twenty five per cent (25%) of the members of the Association, who shall state in their request the matters they wish to be discussed. In this case the meeting shall be convened within thirty days of the receipt of such a request by the Secretary of the General Meeting.

## **12. BOARD OF AUDIT**

12.1 The Board of Audit shall be appointed by the Annual General Meeting and be composed of three members, two of whom shall be members of the Association, but not members of the Board of Governors, and one a Revisor Oficial de Contas. Any vacancy will be filled by cooption by the remaining members.

12.2 The mandate for the members is four years renewable.

12.3 The Board of Audit:

- a) verifies that the Association is managed in accordance with the law and its Statutes;
- b) issues an opinion on the Association's financial statements;
- c) reports annually on its activities.

## **13. AMENDMENT OF STATUTES**

13.1 These Statutes may be altered only by resolution of an Extraordinary General Meeting, at which not less than three quarters of the members of the Association are present or duly represented.

The notice convening such meeting shall state the object for which it is called.

13.2 The resolution for the amendment of the Statutes must be approved by at least three quarters of the votes of all the present or duly represented members of the Association.

#### **14. DISSOLUTION OF THE ASSOCIATION**

**14.1** The Association can only be dissolved by resolution of an Extraordinary General Meeting, at which not less than three quarters of the members of the Association are present or duly represented.

The notice convening such meeting shall state the object for which it is called.

**14.2** The resolution for the dissolution of the Association must be approved by at least three quarters of the votes of all the present or duly represented members of the Association.

**14.3** In the event of dissolution and liquidation the Board of Governors shall be liquidators with powers to dispose of the assets of the association as they may consider best but always in accordance with the objects of the Association.

#### **15. INCOME**

The income of the Association shall be such fees as may be paid by the members of the Association, the pupils' fees, gifts and any other assets that the members agree to make available to the Association, subsidies and any other sources of income that may properly be received by an educational establishment.