

## STATUTES

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### ARTICLES OF ASSOCIATION of EUROPEAN COUNCIL OF NATIONAL ASSOCIATIONS OF INDEPENDENT SCHOOLS (Adopted by Special Resolution)

passed 13-10-1989

#### General

1. In these Articles the words standing in the first column of the table next hereinafter contained shall bear the meanings set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context.

WORDS	MEANINGS
<b>The Act</b>	The Companies Act 1985
<b>These Articles</b>	These Articles of Association and the regulations of the Company from time to time in force
<b>The Chairman</b>	The Chairman for the time being of the Company appointed pursuant to Article 15
<b>The Constituent Associations</b>	The bodies named in Article 6 who are currently in membership of ECNAIS together with any body which although not so named is entitled under the Article to nominate a person to be a Member of the Company
<b>The Members</b>	The representatives of the Constituent Associations nominated in accordance with Article 6
<b>The Office</b>	The registered office of the Company
<b>Month</b>	Calendar Month
<b>In Writing</b>	Written, printed or lithographed or partly one and partly another, and other modes of representing or reproducing words in a visible form

Words importing the singular number only shall include the plural number, and vice versa. Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these Articles become binding on the Company shall, if not inconsistent with the subject or context, bear the same meaning in these Articles.

2. For the purposes of registration the number of the Members of the Company was taken to be unlimited.

3. The provisions of Section 352 of the Act shall be observed by the company, and every Member of the company shall either sign a written consent to become a member or sign the register of members on becoming a member.

4. The Company is established for the purposes expressed in the Memorandum.

#### Membership

5. The members of the Company shall be such persons nominated pursuant to the principles of Article 6 as the Management Committee shall, subject to the following provisions of these Articles, admit to Membership.

6. The following named bodies (together referred to as "the Constituent Associations" shall so long as they remain in membership have the right to nominate a member for election of the Company.

Foundation Associations are:

- Secretariat National de l'Enseignement Catholique, Belgium
- Frie Grundskolers Fællesråd, Denmark
- Independent Schools Council, England and Wales
- Yksityisoppikoulujen liitto, Finland

- Besturenraad PCO, The Netherlands
- Verenigde Bijzondere Scholen, The Netherlands
- Irish Schoolmasters' Association, Ireland
- Norske Privatskolers Landsforbund, Norway
- Kristne Friskolers Forbund, Norway
- Associacao de Estabelecimentos de Ensino Particular e Cooperativo, Portugal
- Scottish Council of Independent Schools, Scotland
- Confederacion de Centros Educacion y Gestion, Spain
- Confederacion Espanola de Centros de Ensenanza, Spain
- Federacion Espanola de Religiosos de Ensenanza, Spain
- Arbeitsgemeinschaft Schweizerischen Privatschulen, Switzerland
- Verband Deutscher Privatschulen, Germany
- Bund der Freien Waldorfschulen, Germany

In addition such other National Associations of Independent Schools as the Management Committee shall from time to time approve may each nominate 1 person as a member of the Company.

7.1. Nominations for election as a Member of the company shall be delivered in writing in such form as may from time to time be prescribed by the Management Committee. Each Person so nominated shall sign a declaration of agreement to be bound by the Memorandum and Articles of Association of the Company and any alteration from time to time made therein and any regulations and bye-laws from time to time made by the Company.

7.2. The Management Committee can when certain circumstances arise admit an applicant association to provisional membership for a limited period. Provisional membership is reassessed periodically.

7.3. The Management Committee shall have full and absolute power and authority to refuse any such application.

7.4. A person may terminate his membership of the Company by giving to the Company notice in writing to that effect in such form as the Management Committee shall require.

7.5. Any Constituent Association which has nominated any person as its representative as aforesaid may from time to time revoke the nomination of such person and nominate another representative in his place.

## Associate Membership

8. The Management Committee may from time to time elect such national or international bodies or other institutions having the same or similar objects as the Company to be Associate Members of the Company. Associate Members shall be entitled to receive a copy of the annual report and to receive notice of such other information and meetings as the Company may decide on and attend by a representative general meetings of the Company. Such representatives shall not have the right to vote at any general meeting and they shall not be counted in the quorum.

## General Assembly

9. A General Meeting of the Company shall be convened by the Management Committee in ordinary session once a year. Extraordinary meetings may be convened at the request of one third of the Members of the Company or half of the members of the Management Committee. Notice of a Meeting and of the Agenda shall be sent to Members by letter by the Executive Committee at least one month in advance.

10. The Sessions of a General Meeting shall normally be held in any country in which there are Constituent Associations in membership of the Company. National Associations will, as far as is possible, act as hosts in turn, but Members or their individual Associations shall be responsible for the cost of accommodation and travel.

11. Deliberations of the General Meeting are valid only if there is a quorum present. A quorum shall consist of at least 8 members. If such a quorum is not present, a newly convened General Meeting with the same Agenda may make decisions regardless of quorum requirements.

12. Decisions shall be taken by a simple majority except when otherwise stated in these Articles of Association. In the case of an equality of votes the Chairman of the meeting shall be entitled to a second or casting vote.

13. The General Meeting is the supreme organ of the Company and is, in particular, responsible for:

- a. receiving and approving an annual report from the Chairman and proposals for the work of the Council for the coming year.
- b. agreeing the financial contributions of Constituent Associations in the light of recommendations from the Management Committee and approving the annual accounts and an estimate of expenditure for the following year.
- c. modifying the present Articles of Association.
- d. dissolving or liquidating the Company.

14. Every member shall have one vote.

15. Save as herein expressly provided, no person other than a member duly registered, in respect of whose membership every subscription and other sum (if any) which shall be due and payable to the Company shall have been paid, shall be entitled to be present and to vote on any question at any General Assembly.

16. A member representing a Constituent Association having the right to nominate a representative member pursuant to Article 6 may, by writing under his hand, authorise such person as he thinks fit to act as his representative at any meeting of the Company and the person so authorised shall be entitled to exercise the same powers on behalf of the Constituent Association which he represents as that member could exercise if he had been personally present.

## The Management Committee

17.1. For the purpose of the management of the affairs of the Company a Management Committee shall be appointed which shall consist of one representative from each national association in membership of ECNAIS. A representative shall normally serve for at least two years and shall have one vote

17.2. The members of the Executive Committee are ex officio members of the Management Committee.

17.3. Members of the Management Committee are unpaid and are responsible with the help of their Associations for expenses incurred in attending meetings.

17.4. The Management Committee shall normally meet once in each six months. Extraordinary meetings may be convened by the Chairman or at the request of at least one third of its members. Decisions are taken by a simple majority of votes cast and the Chairman shall have a casting vote.

17.5. The Management Committee may, if it so decides, employ paid help to assist its work for the Company.

## The Executive Committee

18. The day-to-day conduct of the Company's business is the responsibility of the Executive Committee, viz: the Chairman, the Secretary-General and the Treasurer, who must be of different nationalities, and shall be elected every two years by the Management Committee from amongst its members.

## Financial Provisions

19. The Company is financed by the subscriptions of its Constituent Associations as approved by the Annual Meeting. The Executive Committee is responsible for the preparation of estimates and audited accounts for approval by the Management Committee and the Annual meeting.

20. Any legal undertaking on behalf of the Company must be countersigned by the Chairman and Secretary.

## Dissolution

21. Clause 7 of the memorandum of Association of the Company relating to the winding-up and dissolution of the company shall have effect as if the provision thereof is repeated in these articles.

## **MEMORANDUM OF ASSOCIATION of THE EUROPEAN COUNCIL OF NATIONAL ASSOCIATIONS OF INDEPENDENT SCHOOLS**

1) The name of the Company (hereinafter referred to as "the Company") is "EUROPEAN COUNCIL OF NATIONAL ASSOCIATIONS OF INDEPENDENT SCHOOLS, ( acronym ECNAIS).

2) The registered office of the Company is in England.

3)

- A. The objects for which the company is established are strictly non-political. They are:
1. to bring together national associations of independent schools in European countries
  2. to assist and advise Constituent Associations in promoting understanding of
    - a. the rights of pluralism in national systems of education and of parental choice of education for their children as enshrined in and protected by the legal systems and educational traditions of the European countries as well as the international instruments which apply in this matter.
    - b. the vital role of independent schools in a modern democratic society

3. when so requested, to give its Constituent Associations aid and support in the conduct of their affairs, and, provided it is duly authorised, to make agreed representations on matters of joint concern to the Council of Europe, the European Parliament, the EU and other international organisations or forum competent in such matters.
  4. to further the interests of all kinds of independent education, whatever the religious, philosophical and pedagogical principles on which such education is founded, provided such principles conform to those set out in the Universal Declarations of Human Rights.
- B. For the purpose of attaining the objects of the Company, the Company may exercise all or any of the following powers in such manner and to such extent as shall be calculated to do so:
1. to collect, co-ordinate and disseminate knowledge, data, statistics and information relating to independent education generally and to Independent Schools or any other statistics or information as may seem expedient.
  2. to print, publish and circulate brochures, pamphlets, leaflets, charts diagrams or other matter dealing with or relevant to education.
  3. to hold or associate with, support and attend periodical and other congresses, conferences and meetings calculated directly or indirectly to advance the main objects of the company and to issue reports concerning the same.
  4. To collect or receive funds for the support of the Company's objectives.
  5. To invest any moneys of the Company not immediately required for its purposes as may be thought fit, but subject nevertheless to such conditions (if any) and with such sanction (if any) as may be for the time being imposed or required by law.
  6. To admit to Membership of the Company such National Associations of Independent Schools whose statutes accord with the objectives set out in Clause 3A above and whose members, whether subsidised or not by State funds, do not form part of the public sector of education.
  7. To admit to Associate Membership other national or international bodies or associations who share the aforementioned objectives.
  8. To purchase, take on lease or in exchange any real or personal property and any rights or privileges which the Company may think necessary or convenient for any of its purposes.
  9. To do such other lawful things as are incidental to or conducive to the attainment to the above objects or any of them.

4) The income and property of the Company whencesoever derived shall be applied solely towards the promotion of the objects of the Company as set forth in this Memorandum of Association, and no portion thereof shall be paid, transferred by way of dividend, bonus or otherwise howsoever, by way of profit to the Members of the Company.

Provided that nothing herein contained shall prevent the payment in good faith of reasonable and proper remuneration of any officer or servant of the Company in return for any service actually rendered to the Company or by way of reimbursement of payments made or costs, charges or expenses incurred in or about the objects or affairs of and on behalf of the Company or reasonable and proper rent for premises demised or let by any Member to the Company but so that (save as aforesaid) no remuneration or other benefit in money or money's worth shall be given by the Company to any Officer, servant or Member of the Company.

5) The liability of members is limited.

6) Every Member of the Company undertakes to contribute to the assets of the Company (in the event of the same being wound up during the time that he is a Member or within one year afterwards) for payment of the debts and liabilities of the Company contracted before the time at which he ceases to be a Member, and of the costs, charges and expenses of winding up the company and for the adjustment of the rights of the contributories among themselves such amount as may be required not exceeding £ 1.

7) If upon the winding up or dissolution of the Company there remains, after satisfaction of all its debts, any property whatsoever, the same shall not be distributed among the Members of the Company, but shall be given or transferred to some Institution or Institutions having objects similar to the objects of the Company and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed upon the Company under or by virtue of Clause 4 hereof, such Institution or Institutions to be determined upon by the Members of the Company at or before the time of dissolution, and if and so far as effect cannot be given to the aforesaid provision then to some charitable object

september 2, 2005