

**THE COMPANIES ACT 1985 AND 1989
COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL**

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

Of

**THE HELLENIC EDUCATIONAL AND CULTURAL
TRUST of FINCHLEY**

Company No:3249542

Incorporated: 10th September 1996

Registered office: 11 Dove lane, Potters Bar, Hertfordshire, EN6 2SG

**Changed its name from The Hellenic Educational and Cultural Trust on
2nd September 1998**

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MEMORANDUM OF ASSOCIATION

Of

THE HELLENIC EDUCATIONAL AND CULTURAL TRUST of FINCHLEY

1. The Company's name is "The Hellenic Educational and Cultural Trust of Finchley*.
2. The Charity's registered office is to be situated in England and Wales.
3. The Charity's objects ("the Objects") are: -
 - (a) The charity is established to advance the education of children, young people and adults in Greek language, history and culture, particularly, but without prejudice to the generality of the foregoing, by the provision of a school in Finchley.
4. In furtherance of the Objects but not 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 clause 5 below to employ such staff who shall not be directors of the Charity (hereinafter referred to as "the Trustees") as are necessary for the proper pursuit of the Objects and to make all reasonable and necessary provision for the payment of pensions and superannuation to staff and their dependants:
 - (e) to establish or support any charitable trusts, associations or institutions formed for all or any of the Objects.
 - (f) to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the Objects or similar charitable purposes and to exchange information and advice with them.
 - (g) to pay out of the funds of the Charity the costs, charges and expenses of and incidental to the formation and registration of the Charity;
 - (h) to do all such other lawful things as are necessary for the achievement of the Objects;

5. The income and property of the Charity shall be applied solely towards the promotion of the Objects and no part shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to members of the Charity, and no trustee shall be appointed to any office of the Charity paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Charity. Provided that nothing in this document shall prevent any payments in good faith by the Charity:
 - (a) of the usual professional charges for business done by any trustee who is a solicitor, accountant or other person engaged in a profession, or by any partner of his or hers, when instructed by the Charity to act in a professional capacity on its behalf Provided that at no time shall a majority of the trustees benefit under this provision and that a trustee shall withdraw from any meeting at which his or her appointment or remuneration, or that of his or her partners, is under discussion;
 - (b) of reasonable and proper remuneration for any services rendered to the Charity by any member, officer or servant of the Charity who is not a trustee;
 - (c) of interest on money lent by any member of the Charity or trustee at a reasonable and proper rate per annum not exceeding 2 per cent less than the published base-lending rate of a clearing bank to be selected by the trustees;
 - (d) of fees, remuneration or other benefit in money or money's worth to any company of which a trustee may also be a member holding not more than 1/100th part of the issued capital of that company;
 - (e) of reasonable and proper rent for premises demised or let by any member of the Company or a trustee;
 - (f) to any trustee of reasonable out-of-pocket expenses.
6. The liability of the members is limited.
7. Every ordinary 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 contracted 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.
8. If the Charity is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property it shall not be paid to or distributed among the members of the Charity, but shall be given or transferred to some other charity or charities having objects similar to the Objects 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 Clause 5 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.

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ARTICLES OF ASSOCIATION
Of
THE HELLENIC EDUCATIONAL AND CULTURAL TRUST of FINCHLEY

1. INTERPRETATION

In these articles:

“the Charity” means the company intended to be regulated by these articles;

“the Act” means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force;

“the articles” means these Articles of Association of the Charity;

“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 for which it is given or on which it is to take effect;

“executed” includes any mode of execution;

“the memorandum” means the Memorandum of Association of the Charity;

“office” means the registered office of the Charity;

“the seal” means the common seal of the Charity if it has one;

“secretary” means the secretary of the Charity or any other person appointed to perform the duties of the secretary of the Charity, including a joint, assistant or deputy secretary;

“Committee” means the board of Trustees.

“the Trustees” means the directors of the Charity (and “Trustee” has a corresponding meaning);

“the School” means the school to be established by the Charity

“the United Kingdom” means Great Britain and Northern Ireland.

Any reference in these articles to “legal guardian” shall mean a legal guardian who is currently registered as a member.

Words importing the masculine gender only shall include the feminine gender.

Subject as aforesaid, words or expressions contained in these Articles shall, unless the context requires otherwise, bear the same meaning as in the Act.

2. **MEMBERS**

- a) The subscribers to the memorandum and such other persons or organisations as are admitted to membership in accordance with Article 3 and the rules made under Article 16 shall be members of the Charity. No person shall be admitted a member of the Charity unless his application for membership is approved by the Trustees.
- b) Unless the Trustees or the Charity in general meeting shall make other provisions, the Trustees may in their absolute discretion permit any member of the Charity to retire, provided that after such retirement the number of members is not less than thirteen.

3. **MEMBERSHIP**

Membership of the Charity shall be of three kinds: Ordinary, Associate and Honorary. In each case the number of members registered with the Charity for each family shall not exceed two members.

- a) **Ordinary members** are by right:-
 - 1) Parents or legal guardians of the children who attend classes at the School; and
 - 2) Parents or legal guardians of children who have graduated from the School, at their request, for a maximum period of 5 years, following their children's graduation.
- b) **Associate members** are at their request and subject to approval by the Committee:
 - 1) Parents or legal guardians of children who have graduated from the School, and
 - 2) Children who have graduated from the School and have attained the age of 18, and
 - 3) Teachers while teaching at the School, and
 - 4) Adults attending classes at the School.
- c) **Honorary members** may be such persons as in the opinion of the committee have greatly benefited the school.

All members are invited to the meetings and activities of the Charity.

At the general Meetings only the Ordinary members can vote and only an Ordinary member can be appointed and serve as a Trustee on the Committee

All Ordinary members are obliged to pay their annual subscription to the Charity. Member's liability is limited to the amount as prescribed in Clause 7 of the Memorandum .

4. **DISQUALIFICATION OF MEMBERS**

- a) A member may be struck off the register for one of the following reasons:
 - i) Voluntary resignation
 - ii) A change in the circumstances, which originally entitled him! her to be a member.
 - iii) If a member is consistently acting in a manner inconsistent with the principles, objects and constitution of the Charity.
 - iv) Due to mental incapacity.
- b) The decision to strike off a member comes under the jurisdiction of the Committee. which acts as the disciplinary body of the first degree. A majority of 10 out of The 13 Committee members is required and the decision is binding. The disqualified member may refer the case to the General Meeting, Annual or Special, which acts as a disciplinary body of the second

degree and whose decision is final.

5. **GENERAL MEETINGS**

The Charity shall hold an Annual General Meeting each year in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it: and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Charity and that of the next. The Annual General Meeting shall be held at such times and places as the Trustees shall appoint. All general meetings other than Annual General Meetings shall be called extraordinary general meetings.

6. **ANNUAL GENERAL MEETING**

- a) **Convocation:** The Annual General Meeting is the highest authority and is made up of all registered and paid members. Written notification signed by the Chairman and the secretary containing the proposed agenda for the meeting must be sent to such members not less than 21 days prior to the Annual General Meeting.
- b) **Powers:**
 - i) Receives and approves the Annual Report of the Chairman on the activities of the Charity.
 - ii) Receives and approves the annual report and accounts.
 - iii) Approves the level of school fees
 - iv) Appoints the Auditors of the Charity.
 - v) Debates and decides on whatever subject is presented by the Committee, or the members under the procedure described in section (C) of this Rule.
 - vi) Elects the Trustees to serve on the new committee.
- c) **Agenda:** The Committee will decide on the matters to be presented to the Annual General Meeting. The members may request in writing, the incorporation of specific additional matters for discussion. This however remains at the discretion of the Committee, unless such request is supported, in writing by no less than 12.5% of the total membership of the Charity. Such written proposals must be submitted no later than 14 days prior to the date of the Annual General Meeting. In the event of any permitted additions to the agenda in accordance with this Article, the revised agenda must be sent to members referred to in Article 6 a), not less than 7 days prior to the Annual General Meeting.
- d) **Election of Committee – Candidates:** Nominations of candidates must be made in writing no later than 48 hours prior to the date of the Annual General Meeting unless otherwise agreed by the Committee in the event that nominations received prior to such time are less than thirteen.. All qualifying paid up Ordinary members,(see Article 3 a)) may put their name forward seconded by another Ordinary member of the Charity.
- e) **Voting:** All Ordinary members, physically present are entitled to vote at the Annual General Meeting. Voting by proxy is not valid except in the case of a general or specific proxy to the other parent or legal guardian in writing to represent him/her at the Annual General Meeting and vote in his/her place. Such authorisation is considered equivalent to the physical presence of the absent parent or legal guardian (as the case may be) except in the case of a reconvened Annual General Meeting in accordance with Article 6 j).
- f) A poll shall be taken as the presiding Committee directs provided always that the election of the Trustees is by ballot and they may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded
- g) Subject to Article 17, every member shall have one vote.
- h) No member shall be entitled to vote at any general meeting unless all moneys then payable by

him to the Charity have been paid.

- i) In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the outgoing committee shall be entitled to a casting vote in addition to any other vote he may have.
- j) **Quorum:** The quorum for the Annual General Meeting shall be 30% of the Ordinary members. If this is not achieved, within 30 minutes the quorum becomes 20% of the Ordinary members of the Charity (physical presence plus spouses' and legal guardians' proxies). If this is not achieved, within the next 30 minutes the quorum becomes 20 members present at the meeting (excluding proxies). If such quorum is not achieved the meeting is postponed and is held fourteen (14) days later. The quorum at such reconvened meeting shall comprise the number of Ordinary Members attending such meeting, provided the membership has been properly advised of this meeting.
- k) The ordinary members present elect a 3-member committee to preside over the AGM.
- l) **Decisions:** The decisions at the Annual General Meeting are taken on the basis of simple majority, except on matters for which the Memorandum and Articles of Association require an increased majority.

7. **SPECIAL GENERAL MEETING**

- a) **Convocation:** It is convened by decision of the Committee, at the written request of 20% of the Charity's membership in the procedure described for the Annual General Meeting. The Special General Meeting is chaired by the Chairman, Vice Chairman and Secretary.
- b) **Powers:** Debates and decides on the subjects for which it has been convened.
- c) **Quorum:** The quorum for a Special Meeting shall be one third (1/3) of the Ordinary members of the Charity (physical presence plus spouses' and legal guardians' proxies).

8. **COMMITTEE - TRUSTEES**

- a) The number of Trustees shall be thirteen..
- b) The first Trustees shall be those persons named in the statement delivered pursuant to section 10(2) of the Act, who shall be deemed to have been appointed under the articles. Future Trustees shall be appointed as provided subsequently in the articles.
- c) **Composition:** The Committee is the highest executive body of the Charity and is composed of 13 Ordinary members, who have been elected at the Annual General Meeting by secret ballot and appointed to act as Trustees of the Charity. The Committee serves from one Annual General Meeting to another and its members are eligible for re-election, subject to Article 3 a). Following the election, the Committee must meet within one week and form itself into a board as follows: Chairman, Vice Chairman, Secretary, Treasurer, Public Relations Officer and Function Officer. The Committee members will serve their full term unless they become disqualified or removed in accordance with Article 9 .
- d) **Meetings:** The Committee meets regularly when called by the Chairman or at least 6 of its members. The presence of 8 members constitutes the quorum. The Committee engages in discussion on whatever subject is tabled by the Chairman or any of its members. The decisions are taken on the basis of simple majority among the members present, except on matters which require an increased majority. In the case of a tie, the Chairman will use the casting vote.
- e) **Reduction in the numbers of Committee Members:** In the event the number of Committee

members is reduced below 13, the Committee must call upon a maximum of 2 co-opted members to replace the retired ones. In the event, the numbers are reduced below 8, then the Committee must resign and convene a Special General Meeting to elect a new Committee to complete the remaining term. For the avoidance of doubt, no person can be a committee member whether co-opted or otherwise without being at the same time a validly appointed Trustee.

- f) The Trustees may appoint one or more sub-committees consisting of three or more Trustees for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Trustees would be more conveniently undertaken or carried out by a sub-committee: provided that all acts and proceeds of any such sub-committees shall be fully and promptly reported to the Trustees.
- g) All acts done by a meeting of Trustees, or of a committee of Trustees, shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Trustee or that any of them were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Trustee and had been entitled to vote.
- h) A resolution in writing signed by all the Trustees entitled to receive notice of a meeting of Trustees or of a committee of Trustees shall be as valid and effective as if the same had been passed at a duly convened and held meeting of the Trustees or committee of Trustees (as the case may be).. Such a resolution may consist of several documents in the same form, each signed by one or more of the Trustees.
- i) Any bank account in which any part of the assets of the Charity is deposited shall be operated by the Trustees and shall indicate the name of the Charity. All cheques and orders for the payment of money from such account shall be signed by at least two Trustees.

9. DISQUALIFICATION AND REMOVAL OF TRUSTEES

A Trustee shall cease to hold office if he

- (i) ceases to be a Trustee by virtue of any provision in the Act or is disqualified from acting as a Trustee by virtue of section 45 of the Charities Act 1992 (or any statutory re-enactment or modification of that provision)
- (ii) becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs:
- (iii) resigns his office by notice to the charity or
- (iv) is absent from three consecutive committee meetings without justification

Except to the extent permitted by clause 5 of the memorandum, no Trustee shall take or hold any interest in property belonging to the Charity or receive remuneration or be interested otherwise than as a Trustee in any other contract to which the Charity is a party.

10. THE SEAL

The seal shall only be used by the authority of the Trustees or of a committee of Trustees authorised by the Trustees. The Trustees may determine who shall sign any Instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Trustee and by the secretary or by a second Trustee.

11. ACCOUNTS

Accounts shall be prepared in accordance with the provisions of Part VII of the Act.

12. ANNUAL REPORT

The Trustees shall comply with their obligations under the Charities Act 2006 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Commissioners.

13. ANNUAL RETURN

The Trustees shall comply with their obligations under the Charities Act 2006 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Commissioners.

14. NOTICES

- a) Any notice to be given to or by any person pursuant to the articles shall be in writing except that a notice calling a meeting of the Trustees need not be in writing.
- b) The Charity may give any notice 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. A member whose registered address is not within the United Kingdom and who gives to the company an address within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at the address, but otherwise no such member shall be entitled to receive any notice from the Charity.
- c) A member present in person 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.
- d) Proof that an envelope containing a notice was properly addressed, prepaid, and posted 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.

15. INDEMNITY

- a) Subject to the provisions of the Act every Trustee 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 his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, fault, breach of duty or breach of trust in relation to the affairs of the Charity.
- b) The Memorandum and Articles of Association may be amended by a decision at an Annual or Special General Meeting requiring an increased majority of 2/3 of the present Ordinary members except in the case of the objects when the required majority further increases to 3/4 of the present Ordinary members at least 40% of the total Ordinary membership.

16. RULES

- a) The Trustees 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 the 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:
 - (i) 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;
- (ii) the conduct of members of the Charity in relation to one another, and to the Charity's servants;
 - (iii) 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;
 - (iv) the procedure at general meetings and meetings of the Trustees and committees of the Trustees in so far as such procedure is not regulated by the articles;
 - (v) generally, all such matters as are commonly the subject matter of company rules.
- b) The Charity in general meeting shall have power to alter, add to or repeal the rules or bye laws and the Trustees 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 byelaw shall be inconsistent with, or shall affect or repeal anything contained in, the memorandum or the articles.

17. **DISSOLUTION**

- a) The Charity may be dissolved if one of the following situations apply:
- 1) Ordinary Membership falls below 13;
 - 2) On the decision of a Special General Meeting with an increased majority of 75% of the present Ordinary Members and at least 30% of the total Ordinary Membership;
 - 3) If the reasons for the Charity formation are no longer applicable and its objects are rendered non achievable.
- b) On dissolution, all assets of the Charity will be donated to charitable institutions.