

Scholae Mundi Foundation (CIO)

Constitution

Adopted as at the date constituted and registered

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Constitution of Scholae Mundi Foundation (CIO)

(Adopted as at the date constituted and registered)

1. Name

The name of the charitable incorporated organisation (the "CIO") is **Scholae Mundi Foundation (CIO)**.

2. National location of principal office

The CIO must have a principal office in England or Wales. The principal office of the CIO is in England.

3. Objects

The purposes (the "**objects**") of the CIO are, in such ways as the charity trustees think fit, to:

- (a) promote for the public benefit the education (including social and physical training) of students at the Dilijan International School, and such other educational establishments as the charity trustees may select, in such ways as the charity trustees think fit, including by :
 - (i) providing and assisting in the provision of facilities for education at such establishments; and
 - (ii) awarding to such students scholarships, maintenance allowances or grants tenable at such establishments; and
- (b) further such other purposes that are charitable under the laws of England and Wales anywhere in the world.

Nothing in this constitution shall authorise an application of the property of the CIO for purposes which are not charitable in accordance with section 7 of the Charities and Trustee Investment (Scotland) Act 2005 or section 2 of the Charities Act (Northern Ireland) 2008.

4. Powers

The CIO has power to do anything which is calculated to further its objects or is conducive or incidental to doing so. In particular, the CIO has power to:

- (a) raise funds (but not by undertaking any taxable permanent trading activity);
- (b) establish support or co-operate with:
 - (i) any charitable trusts, associations, institutions or other bodies, and
 - (ii) any schools or educational institutions including the Dilijan International School **provided that**, for the avoidance of doubt, this is calculated to further the CIO's objects or is conducive or incidental to doing so;
- (c) co-operate with any voluntary bodies and statutory authorities;

- (d) borrow money and to charge the whole or any part of its property as security for the repayment of the money borrowed. The CIO must comply as appropriate with sections 124 and 125 of the Charities Act 2011, if it wishes to mortgage land;
- (e) buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- (f) sell, lease or otherwise dispose of all or any part of the property belonging to the CIO. In exercising this power, the CIO must comply as appropriate with sections 117 and 119 to 123 of the Charities Act 2011;
- (g) employ and remunerate such staff as are necessary for carrying out the work of the CIO. The CIO may employ or remunerate a charity trustee only to the extent that it is permitted to do so by clause 6 (Benefits and payments to the charity trustees and connected persons) and provided it complies with the conditions of that clause; and
- (h) deposit or invest funds, employ a professional fund-manager, and arrange for the investments or other property of the CIO to be held in the name of a nominee, in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000.

5. Application of income and property

- 5.1 The income and property of the CIO must be applied solely towards the promotion of the objects.
- 5.2 A charity trustee is entitled to be reimbursed from the income and property of the CIO or may pay out of such income and property reasonable expenses properly incurred by him or her when acting on behalf of the CIO.
- 5.3 A charity trustee may benefit from trustee indemnity insurance cover purchased at the CIO's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.
- 5.4 None of the income or property of the CIO may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the CIO.
- 5.5 Nothing in this clause shall prevent a charity trustee or connected person receiving any benefit or payment which is authorised by clause 6.

6. Benefits and payments to charity trustees and connected persons

General provisions

- 6.1 No charity trustee or connected person may:
 - (a) buy or receive any goods or services from the CIO on terms preferential to those applicable to members of the public, if such goods or services are made available to the public, or otherwise for an amount less than what is reasonable in the circumstances;
 - (b) sell goods, services, or any interest in land to the CIO;
 - (c) be employed by, or receive any remuneration from, the CIO; or
 - (d) receive any other financial benefit from the CIO,

unless the payment or benefit is authorised by clause 6.2 or by the court or the Charity Commission (the "**Commission**"). In this clause, a "**financial benefit**" means a benefit, direct or indirect, which is either money or has a monetary value.

Scope and powers authorising charity trustees' or connected persons' benefits

6.2 A charity trustee or connected person may:

- (a) receive a benefit from the CIO as a beneficiary of the CIO **provided that** either:
 - (i) a majority of the trustees do not benefit in this way; or
 - (ii) the benefit is available generally to the beneficiaries of the CIO;
- (b) enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the CIO where that is permitted in accordance with, and subject to the conditions in, sections 185 to 188 of the Charities Act 2011;
- (c) subject to clause 6.3, provide the CIO with goods that are not supplied in connection with services provided to the CIO by the charity trustee or connected person;
- (d) receive interest on money lent to the CIO at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate);
- (e) receive rent for premises let by the trustee or connected person to the CIO. The amount of the rent and the other terms of the lease must be reasonable and proper; and
- (f) take part in the normal trading and fundraising activities of the CIO on the same terms as members of the public.

Payment for supply of goods only - controls

6.3 The CIO and its charity trustees may only rely upon the authority provided by clause 6.2(c) if each of the following conditions is satisfied:

- (a) the amount or maximum amount of the payment for the goods is set out in an agreement in writing between the CIO and the charity trustee or connected person supplying the goods (the "**supplier**");
- (b) the amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question;
- (c) the other charity trustees are satisfied that it is in the best interests of the CIO to contract with the supplier rather than with someone who is not a charity trustee or connected person. In reaching that decision the charity trustees must balance the advantage of contracting with a charity trustee or connected person against the disadvantages of doing so;
- (d) the supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the CIO;

- (e) the supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of charity trustees is present at the meeting; and
- (f) the reason for their decision is recorded by the charity trustees in their minutes.

7. Conflicts of interest and conflicts of loyalty

7.1 A charity trustee must:

- (a) declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the CIO or in any transaction or arrangement entered into by the CIO which has not previously been declared; and
- (b) absent himself or herself from any discussions of the charity trustees in which it is possible that a conflict of interest will arise between his or her duty to act solely in the interests of the CIO and any personal interest (including but not limited to any financial interest).

7.2 Any charity trustee absenting himself or herself from any discussions in accordance with this clause must not vote or be counted as part of the quorum in any decision of the charity trustees on the matter.

8. No liability of members of the CIO if the CIO is wound up

If the CIO is wound up, the members of the CIO have no liability to contribute to its assets and no personal responsibility for settling its debts and liabilities.

9. Charity trustees

Functions and duties of charity trustees

9.1 The charity trustees shall manage the affairs of the CIO and may for that purpose exercise all the powers of the CIO. It is the duty of each charity trustee:

- (a) to exercise his or her powers and to perform his or her functions in his or her capacity as a trustee of the CIO in the way he or she decides in good faith would be most likely to further the purposes of the CIO; and
- (b) to exercise, in the performance of those functions, such care and skill as is reasonable in the circumstances having regard in particular to:
 - (i) any special knowledge or experience that he or she has or holds himself or herself out as having; and
 - (ii) if he or she acts as a charity trustee of the CIO in the course of a business or profession, to any special knowledge or experience that it is reasonable to expect of a person acting in the course of that kind of business or profession.

Eligibility as charity trustee

9.2 The requirements for eligibility as a charity trustee are:

- (a) every charity trustee must be a natural person;
- (b) no individual may be appointed as a charity trustee of the CIO:

- (i) if he or she is under the age of 16 years; or
- (ii) if he or she would automatically cease to hold office under the provisions of clause 12.1(g);
- (c) no one is entitled to act as a charity trustee whether on appointment or on any re-appointment until he or she has expressly acknowledged, in whatever way the charity trustees decide, his or her acceptance of the office of charity trustee; and
- (d) the total number of trustees under the age of 18 years must not at any time be more than one.

Number and composition of charity trustees

9.3 As to the number of charity trustees:

- (a) there must be at least six charity trustees. If the number falls below this minimum, the remaining trustee or trustees may act only to appoint a new charity trustee; and
- (b) the maximum number of charity trustees is eleven. The charity trustees may not appoint any charity trustee if as a result the number of charity trustees would exceed the maximum.

9.4 As to the composition of the charity trustees a minimum of one-third of the charity trustees but not a majority must be members of the Board of Governors (or any successor highest managing body) of the Dilijan International School.

First charity trustees

9.5 The first charity trustees are as follows:

- (a) Ruben Vardanyan;
- (b) Veronika Zonabend;
- (c) Noubar Afeyan;
- (d) Andrey Mkrtchyan;
- (e) Michael Obermayer;
- (f) Armen Sarkissian; and
- (g) Manfred Schepers

10. Appointment of charity trustees

10.1 Apart from the first charity trustees (or in exceptional circumstances) every trustee must be appointed for a specified term of three years (or such other period as the charity trustees may from time to time decide shall generally apply to all subsequent appointments of charity trustees) by a resolution passed either :

- (a) at a meeting of the charity trustees; or
- (b) in writing or electronic form agreed by all of the charity trustees.

10.2 In selecting individuals for appointment as charity trustees, the charity trustees must have regard to the skills, knowledge and experience needed for the effective administration of the CIO.

11. Information for new charity trustees

The charity trustees will make available to each new charity trustee, on or before his or her first appointment:

- (a) a copy of the current version of this constitution;
- (b) a copy of the CIO's latest annual report to the Commission and statement of accounts; and
- (c) a copy of the latest annual report of the Dilijan International School.

12. Retirement and removal of charity trustees

12.1 A charity trustee ceases to hold office if he or she:

- (a) retires by at least three months' prior notice to the CIO in writing (but only if enough charity trustees will remain in office when the notice of resignation takes effect to form a quorum for meetings);
- (b) the charity trustees resolve that his or her office be vacated;
- (c) dies;
- (d) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- (e) is appointed subject to specified qualifying criteria, and such criteria cease to apply;
- (f) is appointed for a specified period, and such period expires; or
- (g) is disqualified from acting as a charity trustee by virtue of sections 178 to 180 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision).

12.2 Any person retiring as a charity trustee is eligible for reappointment after one year from their retirement.

13. Taking of decisions by charity trustees

Any decision may be taken either:

- (a) at a meeting of the charity trustees; or
- (b) by resolution in writing or electronic form agreed by all of the charity trustees, which may comprise either a single document or several documents containing the text of the resolution in like form to each of which one or more charity trustees has signified their agreement.

14. Delegation by charity trustees

The charity trustees may delegate any of their powers or functions to a committee or committees and, if they do, they shall determine the terms and conditions on which the delegation is made.

The charity trustees may at any time alter those terms and conditions, or revoke the delegation. This power is in addition to the power of delegation in the General Regulations and any other power of delegation available to the charity trustees, but is subject to the following requirements:

- (a) a committee may consist of two or more persons, but at least one member of each committee must be a charity trustee;
- (b) one of the members of the committee shall chair their meetings;
- (c) the acts and proceedings of any committee must be brought to the attention of the charity trustees as a whole as soon as is reasonably practicable; and
- (d) the charity trustees shall from time to time review the arrangements which they have made for the delegation of their powers.

15. Meetings of charity trustees

Chairing of meetings

15.1 The charity trustees shall appoint one of their number to chair their meetings (the "**chairman**") and may at any time

- (i) appoint another of their number as a deputy to chair their meetings if the chairman is absent; and
- (ii) revoke such appointments.

15.2 The first chairman is Ruben Vardanyan and he is appointed for a term of five years and notwithstanding any other provision in this constitution the first chairman may be immediately reappointed for a second term.

15.3 If no-one has been so appointed, or if the person or persons appointed are unwilling to preside or are not present within thirty minutes) after the time of the meeting, the charity trustees present may appoint one of their number to chair that meeting.

Calling meetings

15.4 The charity trustees shall decide how their meetings are to be called, and what notice is required **provided that:**

- (a) the chairman or any two other charity trustees may call a meeting of the charity trustees, and
- (b) unless all the charity trustees decide otherwise generally, or for specified meetings, a minimum of seven clear days notice is required.

Procedure at meetings

15.5 At charity trustees' meetings:

- (a) no decision shall be taken at a meeting unless a quorum is present at the time when the decision is taken. The quorum is such number as is equal to 60% of the total number of charity trustees at any time (rounded up when necessary) **except that** if there have been two consecutive meetings at which a quorum was not present at any time then the quorum for the next meeting is three charity trustees if it would otherwise

be higher. A charity trustee shall not be counted in the quorum present when any decision is made about a matter upon which he or she is not entitled to vote;

- (b) except as otherwise provided in this constitution questions arising at a meeting shall be decided by a majority of those eligible to vote; and
- (c) in the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.

Participation in meetings by electronic means

15.6 A meeting may be held by suitable electronic means agreed by the charity trustees **provided that**:

- (a) each participant may communicate with all the other participants;
- (b) the meeting complies with rules for meetings, including chairing and the taking of minutes; and
- (c) any charity trustee participating at such a meeting shall qualify as being present at the meeting.

16. Membership of the CIO

16.1 The first members of the CIO are its first charity trustees as named in clause 9.5.

16.2 The only persons eligible to be members of the CIO are its charity trustees. Membership of the CIO cannot be transferred to anyone else.

16.3 Any member and charity trustee who ceases to be a charity trustee automatically ceases to be a member of the CIO.

16.4 It is intended that all the CIO's charity trustees for the time being shall be its members. A charity trustee may however prior to their appointment decline membership of the CIO **provided that** at least a 75% majority of all the charity trustees are members of the CIO.

16.5 Membership of the CIO may only be terminated by:

- (a) the member ceasing to be a charity trustee, or
- (b) at least three months' prior notice from the relevant CIO member to the CIO in writing **provided that** at least a 75% majority of all the charity trustees remain members of the CIO after the relevant membership of the CIO is terminated.

17. Decisions which must be made by the members of the CIO

17.1 Any decision to:

- (a) amend the constitution of the CIO;
- (b) amalgamate the CIO with, or transfer its undertaking to, one or more other CIOs, in accordance with the Charities Act 2011; or
- (c) wind up or dissolve the CIO (including transferring its business to any other charity),

must be made by a resolution of the members of the CIO (rather than a resolution of the charity trustees) and only (unless otherwise determined when creating the rights and obligations of the relevant associate or other class of non-voting membership of the CIO) after requesting and taking into account any views received from any associate or other class of non-voting membership.

17.2 Decisions of the members of the CIO may be made either:

- (a) by resolution at a general meeting; or
- (b) by resolution in writing, in accordance with clause 17.4.

17.3 Any decision specified in clause 17.1 must be made in accordance with the provisions of clause 27 (Amendment of constitution), clause 28 (Voluntary winding up or dissolution), or the provisions of the Charities Act 2011, the General Regulations or the Dissolution Regulations as applicable. Those provisions require the resolution to be:

- (a) agreed by a 75% majority of those members of the CIO voting at a general meeting, or
- (b) agreed by all members of the CIO in writing.

17.4 Except where a resolution in writing must be agreed by all the members of the CIO, such a resolution may be agreed by a simple majority of all the members of the CIO who are entitled to vote on it. Such a resolution shall be effective **provided that**:

- (a) a copy of the proposed resolution has been sent to all the members of the CIO eligible to vote; and
- (b) the required majority of members of the CIO has signified its agreement to the resolution in a document or documents which are received at the principal office within the period of 28 days beginning with the circulation date. The document signifying a member's agreement must be authenticated by their signature, by a statement of their identity accompanying the document, or in such other manner as the CIO has specified.

The resolution in writing may comprise several copies to which one or more members of the CIO has signified their agreement. Eligibility to vote on the resolution is limited to members who are members of the CIO on the date when the proposal is first circulated.

18. General meetings of members of the CIO

Calling of general meetings of members of the CIO

18.1 The charity trustees may designate any of their meetings as a general meeting of the members of the CIO. The purpose of any such meeting may only be to discharge business which must by law be discharged by a resolution of the members of the CIO as specified in clause 17 (Decisions which must be made by the members of the CIO).

Notice of general meetings of members of the CIO

18.2 In relation to a notice of a general meeting of members of the CIO:

- (a) the minimum period of notice required to hold a general meeting of the members of the CIO is 7 days except a general meeting may be called by shorter notice if it is so agreed by a majority of the members of the CIO unless in either case a longer specified

period of notice is strictly required by another clause in this constitution, by the Charities Act 2011 or by the General Regulations, and

- (b) proof that an envelope containing the notice was properly addressed, prepaid and posted or that an electronic form of notice was properly addressed and sent, shall be conclusive evidence that the notice was given. Notice shall be deemed to be given 48 hours after it was posted or sent.

Procedure at general meetings of members of the CIO

- 18.3 The provisions in clauses 15 governing the chairing of meetings, procedure at meetings and participation in meetings by electronic means apply to any general meeting of the members of the CIO, with all references to trustees to be taken as references to members of the CIO.

Proxy voting and ballot papers

- 18.4 The provisions regarding voting by proxy and ballots are set out in Schedule 1.

19. Saving provisions

- 19.1 Subject to clause 19.2, all decisions of the charity trustees, or of a committee of charity trustees, shall be valid notwithstanding the participation in any vote of a charity trustee:

- (a) who was disqualified from holding office;
- (b) who had previously retired or who had been obliged by the constitution to vacate office; or
- (c) who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise,

if, without the vote of that charity trustee and that charity trustee being counted in the quorum, the decision has been made by a majority of the charity trustees at a quorate meeting.

- 19.2 Clause 19.1 does not permit a charity trustee to keep any benefit that may be conferred upon him or her by a resolution of the charity trustees or of a committee of charity trustees if, but for clause 19.1, the resolution would have been void, or if the charity trustee has not complied with clause 7 (Conflicts of interest and conflicts of loyalty).

20. Execution of documents

- 20.1 The CIO shall execute documents either by signature or by affixing its seal (if it has one).

- 20.2 A document is validly executed by signature if it is signed by at least two of the charity trustees.

- 20.3 If the CIO has a seal:

- (a) it must comply with the provisions of the General Regulations; and
- (b) the seal must only be used by the authority of the charity trustees or of a committee of charity trustees duly authorised by the charity trustees. The charity trustees may determine who shall sign any document to which the seal is affixed and unless otherwise so determined it shall be signed by two charity trustees.

21. Use of electronic communications

General

21.1 The CIO will comply with the requirements of the Communications Provisions in the General Regulations and in particular:

- (a) the requirement to provide within 21 days to any member on request a hard copy of any document or information sent to the member otherwise than in hard copy form; and
- (b) any requirements to provide information to the Commission in a particular form or manner.

Communications sent to the CIO

21.2 Any member or charity trustee of the CIO may communicate electronically with the CIO to an address specified by the CIO for the purpose, so long as the communication is authenticated in a manner which is satisfactory to the CIO.

Communications sent by the CIO

21.3 In relation to communications sent by the CIO:

- (a) any member of the CIO or charity trustee, by providing the CIO with his or her email address or similar, is taken to have agreed to receive communications from the CIO in electronic form at that address, unless the member of the CIO or charity trustee has indicated to the CIO his or her unwillingness to receive such communications in that form;
- (b) the charity trustees may, subject to compliance with any legal requirements, by means of publication on its website:
 - (i) give charity trustees notice of their meetings in accordance with clause 18.2 (Calling of general meetings of members of the CIO);
 - (ii) provide the members of the CIO with the notice referred to in clause 18.1 (Notice of general meetings of members of the CIO);
 - (iii) submit any proposal to the members of the CIO or charity trustees for decision by written resolution or postal vote in accordance with the CIO's powers under clause 17 (Decisions which must be made by the members of the CIO) or paragraph 1.2 of Schedule 1 (Ballot); and
 - (iv) take reasonable steps to ensure that members of the CIO and charity trustees are promptly notified of the publication of any such notice or proposal,

provided that the charity trustees must send any such notice or proposal in hard copy form to any member of the CIO or charity trustee who has either not agreed (or been taken to have agreed) to receive, or indicated an unwillingness to receive, such notices or proposals in this form or any communications in electronic form.

22. Keeping of registers

The CIO must comply with its obligations under the General Regulations in relation to the keeping of, and provision of access to, a (combined) register of its members and charity trustees.

23. Minutes

The charity trustees must keep minutes of all:

- (a) appointments of officers made by the charity trustees;
- (b) proceedings at general meetings of the CIO;
- (c) meetings of the charity trustees and committees of charity trustees including:
 - (i) the names of the trustees present at the meeting;
 - (ii) the decisions made at the meetings; and
 - (iii) where appropriate the reasons for the decisions; and
- (d) decisions made by the charity trustees otherwise than in meetings.

24. Accounting records, reports, returns and register maintenance

24.1 The charity trustees must comply with the requirements of the Charities Act 2011 with regard to the keeping of accounting records, to the preparation and scrutiny of statements of account, and to the preparation of annual reports and returns. The statements of account, reports and returns must be sent to the Charity Commission, regardless of the income of the CIO, within 10 months of the financial year end.

24.2 The charity trustees must comply with their obligation to inform the Commission within 28 days of any change in the particulars of the CIO entered on the Central Register of Charities.

25. Rules

The charity trustees may from time to time make such reasonable and proper rules or byelaws as they may deem necessary or expedient for the proper conduct and management of the CIO, but such rules or byelaws must not be inconsistent with any provision of this constitution. Copies of any such rules or byelaws currently in force must be made available to any member of the CIO on request.

26. Disputes

If a dispute arises between members of the CIO about the validity or propriety of anything done by the members of the CIO under this constitution, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

27. Amendment of constitution

27.1 As provided in sections 224 to 227 of the Charities Act 2011:

- (a) this constitution can only be amended:

- (i) by a resolution passed by a 75% majority of those voting at a general meeting of the members of the CIO called in accordance with clause 18 (General meetings of members); or
 - (ii) by resolution agreed in writing by all members of the CIO;
- (b) any alteration of clause 3 (Objects), clause 28 (Voluntary winding up or dissolution), this clause, or of any provision where the alteration would provide authorisation for any benefit to be obtained by charity trustees or members of the CIO or persons connected with them, requires the prior written consent of the Charity Commission;
 - (c) no amendment that is inconsistent with the provisions of the Charities Act 2011 or the General Regulations shall be valid; and
 - (d) a copy of every resolution amending the constitution, together with a copy of the CIO's constitution as amended must be sent to the Commission by the end of the period of 15 days beginning with the date of passing of the resolution, and the amendment does not take effect until it has been recorded in the Central Register of Charities.

28. Voluntary winding up or dissolution

28.1 As provided by the Dissolution Regulations, the CIO may be dissolved by resolution of its members. Any decision by the members of the CIO to wind up or dissolve the CIO can only be made:

- (a) at a general meeting of the members of the CIO called in accordance with clause 18 (General meetings of members of the CIO), of which not less than 14 days' notice has been given to those eligible to attend and vote by:
 - (i) a resolution passed by a 75% majority of those voting, or
 - (ii) a resolution passed by decision taken without a vote and without any expression of dissent in response to the question put to the general meeting; or
- (b) by a resolution agreed in writing by all members of the CIO.

28.2 Subject to the payment of all the CIO's debts:

- (a) any resolution for the winding up of the CIO, or for the dissolution of the CIO without winding up, may contain a provision directing how any remaining assets of the CIO shall be applied;
- (b) if the resolution does not contain such a provision, the charity trustees must decide how any remaining assets of the CIO shall be applied; and
- (c) in either case the remaining assets must be applied for charitable purposes the same as or similar to those of the CIO.

28.3 The CIO must observe the requirements of the Dissolution Regulations in applying to the Commission for the CIO to be removed from the Register of Charities, and in particular:

- (a) the charity trustees must send with their application to the Commission:
 - (i) a copy of the resolution passed by the members of the CIO;

- (ii) a declaration by the charity trustees that any debts and other liabilities of the CIO have been settled or otherwise provided for in full; and
 - (iii) a statement by the charity trustees setting out the way in which any property of the CIO has been or is to be applied prior to its dissolution in accordance with this constitution; and
- (b) the charity trustees must ensure that a copy of the application is sent within seven days to every member and employee of the CIO, and to any charity trustee of the CIO who was not privy to the application.

28.4 If the CIO is to be wound up or dissolved in any other circumstances, the provisions of the Dissolution Regulations must be followed.

29. Informal or associate (non-voting) membership

29.1 The charity trustees may create associate or other classes of non-voting membership, and may determine the rights and obligations of any such members (including payment of membership fees), and the conditions for admission to, and termination of membership of any such class of members.

29.2 Other references in this constitution to "members" and "membership" do not apply to non-voting members, and non-voting members do not qualify as members for any purpose under the Charities Acts, General Regulations or Dissolution Regulations.

30. Interpretation

30.1 In this constitution:

"charity trustee" means a charity trustee of the CIO;

the **"Communications Provisions"** means the Communications Provisions in Part 9 of the General Regulations;

"connected person" means:

- (a) a child, parent, grandchild, grandparent, brother or sister of the charity trustee;
- (b) the spouse or civil partner of the charity trustee or of any person falling within paragraph (a) above;
- (c) a person carrying on business in partnership with the charity trustee or with any person falling within paragraph (a) or (b) above;
- (d) an institution which is controlled:
 - (i) by the charity trustee or any connected person falling within paragraph (a), (b) or (c) above; or
 - (ii) by two or more persons falling within sub-paragraph (d)(i) above, when taken together;
- (e) a body corporate in which:

- (i) the charity trustee or any connected person falling within paragraphs (a) to (c) above has a substantial interest; or
- (ii) two or more persons falling within sub-paragraph (e)(i) above who, when taken together, have a substantial interest.

Section 118 of the Charities Act 2011 applies for the purposes of interpreting the terms used in this constitution;

"Dilijan International School" means the Dilijan International School of Armenia Foundation as registered in the central body of the Armenian state register on 1 September 2011 with certificate number 03A182098;

"Dissolution Regulations" means the Charitable Incorporated Organisations (Insolvency and Dissolution) Regulations 2012;

"General Regulations" means the Charitable Incorporated Organisations (General) Regulations 2012; and

a **"poll"** means a counted vote or ballot, usually (but not necessarily) in writing.

30.2 In clauses 6.2 and 6.3 **"the CIO"** includes any company in which the CIO:

- (a) holds more than 50% of the shares;
- (b) controls more than 50% of the voting rights attached to the shares; or
- (c) has the right to appoint one or more directors to the board of the company.

30.3 Any reference to a period of clear days in relation to notice of a meeting is to a period of the specified length excluding the day of the meeting and the day on which the notice is given. The period may include public holidays and all or part of any weekend.

30.4 References to a 75% majority of those members of the CIO voting at a general meeting include, for the avoidance of doubt, those voting by proxy or by post.

Schedule 1

Proxy voting and ballots

- 1.1 The provisions regarding voting by proxy are:
- (a) any member of the CIO may appoint the chairman or another person who is also a member and a charity trustee as a proxy to exercise all or any of that member's rights to attend, speak and vote at a general meeting of the CIO. Proxies must be appointed by a notice in writing (a "**proxy notice**") which:
 - (i) states the name and address of the member appointing the proxy;
 - (ii) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
 - (iii) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the CIO may determine; and
 - (iv) is delivered to the CIO in accordance with the constitution and any instructions contained in the notice of the general meeting to which they relate;
 - (b) the CIO may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes;
 - (c) proxy notices may (but do not have to) specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions;
 - (d) unless a proxy notice indicates otherwise, it must be treated as:
 - (i) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
 - (ii) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself;
 - (e) a member who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the CIO by or on behalf of that member;
 - (f) an appointment under a proxy notice may be revoked by delivering to the CIO a notice in writing given by or on behalf of the member by whom or on whose behalf the proxy notice was given;
 - (g) a notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates; and
 - (h) if a proxy notice is not signed or authenticated by the member appointing the proxy, it must be accompanied by written evidence that the person who signed or authenticated it on that member's behalf had authority to do so.
- 1.2 A "**ballot**" occurs where the members of the CIO conduct their voting by either or both post and electronic mail ("**email**"). The CIO may, if the charity trustees so decide, allow the members of

the CIO to vote by a ballot to make a decision on any matter that is being decided at a general meeting of the members of the CIO.

- 1.3 The charity trustees must appoint at least two persons independent of the CIO to serve as scrutineers to supervise the conduct of the ballot and the counting of votes.
- 1.4 If a ballot is to be allowed on a matter, the CIO must send to members of the CIO not less than 14 days before the deadline for receipt of votes cast in this way:
 - (a) a notice by email, if the charity trustees have decided to allow email voting and if the member has agreed to receive communications in this way under clause 21 (Use of electronic communications) of this constitution, including
 - (i) an explanation of the purpose of the vote and the voting procedure to be followed by the member, and
 - (ii) a voting form capable of being returned by email or post to the CIO, containing details of the resolution being put to a vote, or of the candidates for election, as applicable;
 - (b) a notice by post to all other members of the CIO, including
 - (i) a written explanation of the purpose of the postal vote and the voting procedure to be followed by the member, and
 - (ii) a postal voting form containing details of the resolution being put to a vote, or of the candidates for election, as applicable.
- 1.5 The voting procedure must require all forms returned by post to be in an envelope with the member's name and signature, and nothing else, on the outside, inside another envelope addressed to "**The scrutineers for Scholae Mundi Foundation (CIO)**", at the CIO's principal office or such other postal address as is specified in the voting procedure.
- 1.6 The voting procedure for votes cast by email must require the member's name to be at the top of the email, and the email must be authenticated in the manner specified in the voting procedure.
- 1.7 Email votes must be returned to an email address used only for this purpose and must be accessed only by a scrutineer.
- 1.8 The voting procedure must specify the closing date and time for receipt of votes, and must state that any votes received after the closing date or not complying with the voting procedure will be invalid and not be counted.
- 1.9 The scrutineers must make a list of names of members of the CIO casting valid votes, and a separate list of members of the CIO casting votes which were invalid. These lists must be provided to a charity trustee or other person overseeing admission to, and voting at, the general meeting. A member who has cast a valid postal or email vote must not vote at the meeting, and must not be counted in the quorum for any part of the meeting on which he, she or it has already cast a valid vote. A member who has cast an invalid vote by post or email is allowed to vote at the meeting and counts towards the quorum.
- 1.10 For postal votes, the scrutineers must retain the internal envelopes (with the member's name and signature). For email votes, the scrutineers must cut off and retain any part of the email that includes the member's name. In each case, a scrutineer must record on this evidence of the

member's name and that the vote has been counted, or if the vote has been declared invalid, the reason for such declaration.

- 1.11 Votes cast by post or email must be counted by all the scrutineers before the meeting at which the vote is to be taken. The scrutineers must provide to the person chairing the meeting written confirmation of the number of valid votes received by post and email and the number of votes received which were invalid.
- 1.12 The scrutineers must not disclose the result of the ballot until after votes taken by hand or by poll at the meeting, or by poll after the meeting, have been counted. Only at this point shall the scrutineers declare the result of the valid votes received, and these votes shall be included in the declaration of the result of the vote.
- 1.13 Following the final declaration of the result of the vote, the scrutineers must provide to a charity trustee or other authorised person bundles containing: the evidence of members of the CIO submitting valid post votes; evidence of members of the CIO submitting valid email votes; evidence of invalid votes; the valid votes; and the invalid votes.
- 1.14 Any dispute about the conduct of a postal or email ballot must be referred initially to a panel set up by the charity trustees, to consist of two trustees and two persons independent of the CIO. If the dispute cannot be satisfactorily resolved by the panel, it must be referred to the Electoral Reform Society.