

- 9.5** A member may appoint another person as his proxy to exercise all of any of his rights and to speak and vote at general meetings.
- 9.6** Except where otherwise provided by the Act, every issue is decided by a majority of the votes cast.
- 9.7** A resolution in writing executed by or on behalf of seventy-five per cent of the members shall be as effectual as if it had been passed at a general meeting and may consist of several instruments in the like form each executed by or on behalf of one or more of the members.
- 9.8** The Charity must hold an AGM in every year which all members are entitled to attend
- 9.9** At an AGM the members:
- (A)** receive the accounts of the Charity for the previous financial year,
 - (B)** receive the Governors' report on the Charity's activities since the previous AGM;
 - (C)** elect, re-elect or remove the Governors or accept the retirement of those Governors who wish to retire or who are retiring by rotation;
 - (D)** appoint auditors for the Charity;
 - (E)** may confer on any individual (with his or her consent) the honorary title of patron, president or vice-president of the Charity, and
 - (F)** discuss and determine any issues of policy or deal with any other business put before them.
- 9.10** Any general meeting which is not an AGM is an EGM
- 9.11** An EGM may be called at any time by the Governors.

10. The Governors

- 10.1** The Governors as Charity Trustees have control of the Charity and its property and funds.
- 10.2** The Governors shall consist of:
- (A)** the Abbot as an ex-officio Governor,
 - (B)** two members appointed in writing by the Abbot for such length of time as he shall decide;

- (C) one person elected by the parents of pupils currently at the School in such manner as the Governors shall decide; and
 - (D) between 9 and 16 persons elected by the members at the AGM from a list approved by the Nominations Committee.
- 10.3** The Governors shall at least two months prior to any such election process establish a Nominations Committee, comprising the Abbot (or one of the Appointed Members) and two other Members, for the purpose of receiving and approving nominations for election as a Governor; and the Nominations Committee shall have regard in particular to the experience and expertise required of Governors and to the requirements of Articles 10.5, 10.6 and 16
- 10.4** When appointing or electing (as the case may be) any Governor account shall be taken of the need for Governors with an understanding of the charism of St Benedict and with the necessary educational and professional and business skills and experience. For the avoidance of doubt any former Governor may, if eligible to act as a Governor, be nominated for election
- 10.5** At least seventy-five per cent of the Governors shall be Roman Catholic at all times and the decision as to who should retire so as to ensure compliance with this Article shall be that of the Governors in consultation with the Abbot
- 10.6** All Governors shall, when requested, make disclosures for the purpose of a check by the Criminal Records Bureau.
- 10.7** Subject to Article 10.2 at the AGM:
- (A) one third (or the number nearest to one-third) of the Governors must retire, those longest in office retiring first and the choice between any of equal service being made by drawing lots.
 - (B) retiring Governors shall be eligible for re-election for consecutive periods not exceeding in aggregate nine years from the date of their original appointment but thereafter Governors shall not be eligible for re-election until one year after their retirement. In this Article a 'year' means the period between one AGM and the next
 - (C) the Abbot and his appointees shall not retire by rotation under this Article.
- 10.8** The Governors may at any time co-opt any person duly qualified to be a Governor to fill a vacancy in their number or as an additional Governor; but in either case, only after consultation with the members and subject to the