

**SACRED HEART
COLLEGE FOUNDATION**

ST. JULIAN'S, MALTA

INSTRUMENT OF GOVERNMENT

Today twenty third of July
of the year two thousand and fourteen (23/7/2014)

Act No.

Before me, Notary Doctor Joseph Debono, duly sworn and admitted, have personally appeared, after being identified in terms of law by virtue of the documents mentioned hereunder:-

Declaratory Act
Ins No: 14078/14
4 August 2014

Sister Bernadette Porter, Treasurer General, unmarried daughter of Owen Frank Porter and Theresa Pauline Porter nee' Hastings, born in London, England on the twenty first of July of the year nineteen hundred and fifty two (21/7/1952) and residing at Casa Generalizia, Società del Sacre Cuore, Via Tarquinio Vipera 16, Roma 00152, Italia, together with **Sister Carmen Valentino**, delegate, unmarried daughter of Louis Valentino and Filomena neé Ruggier, born in Santa Venera on the first of August of the year nineteen hundred and forty four (1/8/1944) and residing at Zejtun (holders of British passport number 509790828 and identity card number 661744 (M) respectively) who appear hereon as legal representatives of the **Society of the Sacred Heart** (730018919), duly authorised in virtue of the attached documents marked as Doc "X" and Doc "Y" - hereinafter referred to as "Members of the Society of the Sacred Heart".

Dr Michelle Tabone, lawyer, unmarried daughter of John and Marianna nee' Camilleri, born in Pieta' on twenty second of February of the year nineteen hundred and seventy one (22/2/1971) and residing in Valletta (holder of identity card No 138371(M)) who appears hereon in her capacity of Economo of **His Grace the Archbishop of Malta** duly authorised in virtue of the attached document marked as Doc "Z".

Appearers Members of the Society of the Sacred Heart premise and declare :-

That in virtue of a deed enrolled in my records the undersigned Notary Public dated twenty fourth of September of the year two thousand and four (24/9/2004), members of the Society of the Sacred Heart in Malta founded the Convent of the Sacred Heart School Foundation (670210830) (hereinafter referred to as the "Foundation"), as better detailed in this same deed, this Foundation has a Statute and two schedules marked as

Document A and Document B respectively which are annexed to this same deed.

And whereas in virtue of a deed enrolled in my records the undersigned Notary Public dated twelfth of May of the year two thousand and ten (12/05/2010), appearers Members of the Society of the Sacred Heart have amended the Foundation Statute by virtue of article seven (7) of the Statute.

And whereas in virtue of article seven (7) of the Statute appearers Members of the Society of the Sacred Heart wish to further amend the Statute founding the Convent of the Sacred Heart School Foundation and the schedule marked as Document A annexed to the said Statute.

Now therefore in virtue of this deed appearers Members of the Society of the Sacred Heart are amending the Statute, in the sense that all authority and powers granted to the Superior of the Society of the Sacred Heart in the Statute shall vest in, the Archbishop of Malta, who accepts. Thus, wherever the Statute mentions “the Superior” it shall henceforth read “the Archbishop of Malta”.

This amendment is subject to the following further amendments namely:

The Foundation’s name shall be the “Sacred Heart College Foundation” and may not be altered without permission of the Society of the Sacred Heart. The School’s name shall be “Sacred Heart College” and may not be altered without permission of the Society of the Sacred Heart.

The object for which the Foundation is constituted may not be altered and shall always remain the education of children in a Catholic Church School in accordance with the ethos expressed in the Sacred Heart Network of Schools as defined in the “Definition Clauses” of the “Sacred Heart College Foundation” and the two schedules attached thereto, herewith attached and marked as Documents “A”, “A1” and “A2”.

Wherever the word “Superior” is retained in the Foundation Deed, this shall henceforth mean “the Major Superior of the Society of the Sacred Heart in Malta with her council, or if such office shall cease to exist, the International Society of the Sacred Heart”.

Wherever the word “Society” is retained in the Foundation Deed, this shall henceforth mean “the Society of the Sacred Heart in Malta, or if it should cease to exist, the International Society of the Sacred Heart”.

Appearers are further amending Article Four (4) of the Statute in the sense that they are reverting to the original version of the Statute and are withdrawing the amendment effected by means of the amending deed dated twelfth of May of the year two thousand and ten (12/5/2010). Thus

for the avoidance of doubt, the Board of Governors shall consist of eleven members, seven of whom shall be chosen by nomination of the Archbishop. Furthermore appearers are deleting the following words from Article Four (4) (i) of the Statute and Paragraph 5 (i) of annexed Document A1: “at least one of whom shall be a religious of the Sacred Heart”.

Appearers are further substituting Article Five (5) of the Statute with the following clause:

“Subject to the above, the Board shall have full power to dispose of the patrimonial funds of the Foundation both to meet its expenses and to achieve its purpose. However, any transaction exceeding twenty three thousand Euros (€23,000) must be approved by the Archbishop. The Archbishop reserves the right to increase the amount of twenty three thousand Euros (€23,000) at his sole discretion, by means of a simple letter addressed to the Chair of the Board of Governors.”

Appearers are further substituting Clause thirty two (32) of Document A attached to the Statute with the following clause:

“32 Six members shall form a quorum for a meeting. If a quorum is not reached within thirty (30) minutes after the appointed time, the members present may still hold the meeting and discuss matters on the agenda, however, only decisions of an ordinary nature may be taken when a quorum is not reached.”

Saving the above clauses the Statute of the Foundation may be altered by the Archbishop of Malta. If the Archbishop of Malta decides that the aims and purposes of the Foundation can no longer be fulfilled, then the Archbishop of Malta may dissolve the Foundation by means of a public deed, and the assets, immovable and movables, of the Foundation shall automatically devolve upon and be transferred onto the Society of the Sacred Heart. Such transfer of assets shall be immediate and automatic, and will not depend upon any third party’s prior consent or consultation.

Appearers are hereby attaching a copy of the Statute and the two schedules and are being marked as Documents “A”, “A1”, and “A2”, with all the relative amendments, including the amendments agreed upon today by virtue of this deed, and appearers are hereby endorsing this version of the Statute as being an updated one and any future permissible amendments are to be made based on the attached documents. The attached documents form an integral part of this same deed.

Done, read and published after due explanation in terms of Law in Malta,
Floriana, Pjazza San Calcedonio, Curia Arciveskovili of Malta, without
official number.

Signed

Sister Bernadette Mary Porter

Sister Carmen Valentino

Doctor Michelle Tabone

Doctor Joseph Debono

Notary Public Malta

SACRED HEART COLLEGE FOUNDATION

Foundation deed as constituted by virtue of Public Deed in the records of Notary Dr. J. Debono of twenty fourth of September of the year two thousand and four, as amended by virtue of a deed in the records of Notary Dr. J. Debono of twenty third July of the year two thousand and fourteen.

Name: The Foundation name shall be “Sacred Heart College Foundation”.

Definition Clauses

In this deed, unless the context otherwise requires or it is otherwise expressly provided:

“The Society” means The Society of the Sacred Heart in Malta, or, if it should cease to exist, the International Society of the Sacred Heart.

“The School” means the Sacred Heart Junior and Senior Sections of the school situated at St. Julian’s, Malta.

“The Sacred Heart Network of Schools” means the schools working together towards a common Sacred Heart ethos and educative vision of the Society of the Sacred Heart.

“The Superior” means the Major Superior of the Society of the Sacred Heart in Malta with her council, or if such office shall cease to exist, the International Society of the Sacred Heart.

“The Archbishop” means the Archbishop of the Diocese of Malta or any person that may, from time to time, be specifically appointed by him in his stead.

“Diocese” means the Archdiocese of Malta.

“The Heads of School” means the persons appointed by the Board of Governors for the running of the Senior and Junior Sections of the School respectively.

“The Assistant Heads” means those teachers appointed by the Board of Governors to assist the Heads in the running of the Junior and Senior Sections of the School.

“The Bursar” means the person appointed by the Board of Governors to be responsible for the overall day-to-day financial management of the School.

“The teaching staff” means those employed to teach in the School.

“The support staff” means the staff employed in ancillary services in the School.

Article One

The Foundation shall be a body corporate having a separate and distinct legal personality and capable of entering into public deeds, contracts, of acquiring, retaining and disposing of property of any kind for the purpose of its objects as

hereinafter set out, of suing and being sued, and of doing all such things and entering into all such transactions as are incidental or conducive to the exercise, performance or achievement of any of the objects for which it is being constituted.

Article Two

The Foundation shall have its seat at The Convent of the Sacred Heart, Sacred Heart Avenue, St. Julian's, Malta or at such other place as may from time to time be determined by the Board of Governors of the Foundation

Article Three

The object for which the Foundation is constituted is the education of children in a Catholic Church School in accordance with the ethos expressed in the Sacred Heart Network of Schools.

Article Four

The administration, direction and management of the Foundation shall be vested in a Board of Governors (hereinafter referred to as "The Board"). The Board shall consist of eleven members. All members are appointed by the Archbishop after nomination or election as the case may be. The Chairperson shall be nominated by the Archbishop. The members are to be chosen as follows:

- i. by nomination of the seven members
Archbishop

- ii. by election of
parents/guardians of pupils two members
currently attending in the school

- iii. by election of two teachers
by the authorised teaching staff two members

Details regarding the membership and the term of office of the members of the Board of Governors are as stipulated in the Rules Governing the Board of Governors of the Convent of the Sacred Heart College Foundation as per attached Schedule marked Document A which forms an integral part of this deed and which may be amended in the future by the Archbishop.

Article Five

Subject to the above, the Board shall have full power to dispose of the patrimonial funds of the Foundation both to meet its expenses and to achieve its purposes. However, any transaction exceeding the amount of twenty three thousand Euros (€23,000) must be approved by the Archbishop. The Archbishop reserves the right to increase or decrease the amount of twenty three thousand Euro (€23,000) at his sole discretion according to the policies of the Archbishop's Curia by means of a simple letter addressed to the Chair of the Board of Governors.

Article Six

The financial statements of the Foundation shall be audited annually by a certified public accountant (or a firm of certified public accountants) appointed by the Board. The Board shall request the Archbishop's approval of the said accounts each year. The Foundation shall adopt 31st December as its financial year end.

Article Seven

The Statute of the Foundation as comprised in this deed may be altered by the Archbishop.

Article Eight

The income and property of the Foundation howsoever derived shall be applied solely as set forth in this Statute, and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend bonus or otherwise by way of profit to any person whatsoever. The Foundation is non-profit making.

Article Nine

In the execution of the powers given to the Board by this deed, no Governor shall be liable for any loss to the Foundation arising by reason of any decision or action made in good faith or any mistake or omission made in good faith by him/her on any matter other than negligence, wrongdoing or wrongful omission on the part of the Governor who is sought to be made liable. The Foundation assumes the obligation to indemnify each Governor against all losses or liabilities which he/she may sustain or incur in or about the execution of the duties of his/her office or otherwise in relation thereto.

Article Ten

If the Archbishop decides that the aims and purposes of the Foundation can no longer be fulfilled, then the Archbishop shall dissolve the Foundation by means of a public deed; and the assets, immovable and movable, of the Foundation shall automatically devolve upon and be transferred onto the Society. Such transfer of assets shall be immediate and automatic, and will not depend upon any third party's prior consent or consultation.

Article Eleven

The Archbishop retains the right to review at least every four years the aims and objectives of the School in consultation with the Board of Governors.

Article Twelve

The Annexes marked Document letter A1 and A2 shall form an integral part of this deed.

Done, read and published after due explanation in terms of Law in Malta,
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Signed

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Notary Public Malta.

Annexed Schedule – Document A

**Board of Governors
Sacred Heart College, St. Julian’s,
Malta.**

Establishment of the Board of Governors

1. The Convent of the Sacred Heart College Foundation hereinafter referred to as “The Foundation” shall be administered by a Board of Governors, composed of the persons mentioned in Article Four of the deed of the Foundation and in Article 5 of this Schedule.
2. The Board of Governors is established for the conduct, management and financial administration of the School with effect from 1st October 2004.
3. The Board shall have the responsibility of acting collectively in carrying out the objects and purposes of the Foundation, in accordance with the deed of the Foundation and the Rules relating to the Board. The School shall be conducted in accordance with the ethos expressed in the Sacred Heart Network of schools, in accordance with relevant legislation, in accordance with the Church-State Agreement and Church-MUT Agreement, and in accordance with the Rules relating to the Board.
4. The Board shall take such measures as, in its discretion, it may consider necessary for attaining the objectives of the Foundation, including measures to regulate its proceedings.

Membership / Term of Office of the Board

5. The Board of Governors shall consist of eleven members. All members are appointed by the Archbishop after nomination or election as the case may be. Members are to be chosen as follows:
 - i. by nomination of the Archbishop seven members
 - ii. by election of parents/guardians of pupils currently attending in the school two members
 - iv. by election of two teachers by the authorised teaching staff two members

6. The qualities necessary for the membership of the Board are that the person is an individual who is known to favour the attainment of the objects of the Foundation as set out in Article Three of the deed of the Foundation.
7. The authorised teaching staff of the Senior Section of the School will elect one appointee from among their number, whilst the authorised teaching staff of the Junior Section of the School will elect one appointee from among their number. "Authorised teaching staff" means teachers serving in a full-time capacity in the school. Should the elected teacher cease to be a full-time teacher at the school, he or she shall cease to be a member of the Board.
8. The parents/guardians of students attending the Senior Section of the School will elect one parent/guardian from among them, whilst the parents/guardians of students attending the Junior section of the School will elect one parent/guardian from amongst them. Should an elected parent/guardian no longer have a child attending the school as a pupil, such parent shall cease to be a member of the Board.
9. The term of office of the Board of Governors shall be three years.
10. A vacancy occurring in the membership of the Board of Governors shall be filled by a member nominated or elected by the Body who had nominated or elected the person who has ceased to be a member. Any member of the Board appointed to fill a casual vacancy shall hold office for the same period as the member would have held in whose place s/he has been appointed.
11. Each member of the Board of Governors before entering on his/her duties, shall sign in a book to be kept for the purpose, a declaration of his/her willingness to act as a member of the Board.
12. A member, who has absented him- or her-self from three consecutive meetings of the Board, without providing an explanation considered satisfactory by the Board, may, with the consent of the Chairperson be declared by a simple majority of the remaining members of the Board, to be incapable of fulfilling his or her duties. The Chairperson shall so inform the Archbishop who shall dismiss the person from membership and declare the post vacant.
13. The Archbishop may at any time dismiss an individual Governor where he or she has been convicted of a crime or whose conduct has been incompatible with the ethos of the School.
14. A vacancy shall not be allowed to remain unfilled for more than three months: provided that in no case shall a vacancy in the membership of the Board be deemed to affect any decision or act, taken or done, respectively, during the existence of such vacancy.

15. The retired elected members will be eligible for re-appointment for two further terms, consecutive or otherwise, unless otherwise disqualified by these Articles. The Archbishop's nominees may be re-appointed an indefinite number of times. When an elected member of the Board is appointed to fill a casual vacancy, the period during which s/he holds office in lieu of the retired person shall not be considered as a term for the purpose of re-appointment.
16. The two Heads shall be in attendance at Board meetings, providing reports, available for information and consultation but without voting rights.

Disclosure of Interest / Integrity of Board Proceedings

17. Members of the Board of Governors shall not participate in discussions or vote on any matters in which they, or any company or partnership or firm of which the member is a director or partner, may have a vested interest, and to that intent shall on request from the Chairperson retire from that part of a meeting at which such discussion and/or decision shall take place. It shall be the duty of members of the Board of Governors to declare any such interest.
18. The Chairperson may request the Heads to retire from any part of a meeting at which discussions and/or decisions relating to them or in which they may have a vested interest shall take place.
19. No member of the Board of Governors shall receive any financial remuneration for his or her services as a member of the Board of Governors.
20. No proxy or substitute shall be permitted to replace any member at any meeting of the Board.

Board Officials

Chairperson

21. The Chairperson shall be appointed by the Archbishop from among the members nominated by him. The Chairperson shall preside at all meetings of the Board of Governors.
22. The Chairperson shall be responsible for convening meetings of the Board, provided that in cases of urgent meetings as stipulated hereunder, any four members shall have the right to convene a meeting as provided in Article 36.
23. The Chairperson shall be responsible for the proper and lawful conduct of meetings of the Board. The Chairperson in consultation with the Heads will draw up the agenda for the ordinary meetings.
24. The Chairperson shall carry out such functions as the Board shall from time to time delegate to him, without prejudice to the right of the Board to confer any such functions on any person whosoever.

25. On the vacancy in the office of the Chairperson, the Archbishop shall, as early as possible, but not later than three (3) weeks after the occurrence of the vacancy, appoint a Chairperson. In the absence of the Chairperson from a meeting, the Board shall appoint from among the Archbishop's nominees another member of the Board to chair the meeting. Should the Chairperson foresee an absence from two or more consecutive meetings s/he shall inform the Archbishop who shall select a temporary Chairperson from among those Board members who are the Archbishop's nominees. During this period only decisions relating to the day-to-day running of the Foundation may be taken.

Secretary

26. The Board shall appoint a permanent Recording Secretary.
27. It is the duty of the Recording Secretary to:
- i. Keep minutes of each meeting in an appropriate form to be retained in a safe place.
 - ii. Record in the Minutes decisions reached at meetings, including the numbers of those voting for or against a motion.
 - iii. Send a copy of the Minutes to the Governors and to the Archbishop.
 - iv. Draw up an agreed report, as the Board decides.
 - v. Type out and circulate to the members of the Board the Agenda for the following meeting.

Legal and Judicial Representation

28. Subject to what is hereinafter stated, the Chairperson or his/her delegate shall represent the Board in all legal and judicial matters. Contracts and all other documents binding the Board and the Foundation, including cheques and other bank documents, shall be signed by two persons from among the following three signatories: the Chairperson, another Board member chosen by the Board, and the Bursar, provided, however, that the Board may by a unanimous vote, for this purpose, appoint any person as attorney of the Foundation, and confer upon him or her all such powers and functions, including any of those conferred on the Chairperson, as it may deem fit. Nothing in this clause shall prevent the Board from setting up or permitting a second school account whose cheques are signed by the Bursar and one or other of the Heads, under conditions fixed by the Board.
29. Notwithstanding the provision of Article 28, the Chairperson shall institute any court proceedings only with the prior approval of a simple majority of the Board, which majority must include the Chairperson and with the prior written consent of the Archbishop.

Procedure for Board Meetings – Frequency of Meetings

30. The Board shall hold such and so many meetings and at such time as the Chairperson deems necessary but shall hold a minimum of five meetings per year and at least one meeting per term.
31. At least seven clear days before each ordinary meeting, a notice of the date, time and place of the intended meeting, together with an agenda for the meeting, shall be sent to every member of the Board.
32. Six members shall form a quorum for a meeting. If a quorum is not reached within thirty (30) minutes after the appointed time, the members present may still hold the meeting and discuss matters on the agenda; however, only decisions of an ordinary nature may be taken when a quorum is not reached.

Voting procedure

33. The Board will aim to work by consensus but where voting is required, a simple majority of votes shall normally decide, and in the case of equality, the Chairperson shall have a second or casting vote.
34. Board members shall have one vote each.

Special meetings

35. The Chairperson shall have discretionary power to direct the Secretary to summon a special meeting. Not less than three clear days' notice of such special meetings, stating the business to be transacted thereat, shall be given to every member of the Board, and no business other than that specified in the notice shall be dealt with at such special meetings.
36. On receipt of a requisition signed by not less than four of the members of the Board of Governors, such requisition stating the business to be transacted, the Secretary shall convene a special meeting of the Board of Governors and no business other than that specified in the notice shall be dealt with at such special meetings.

Emergency meetings

37. Any Head shall have power to request an emergency meeting of the Board of Governors should the need arise. This meeting should be held as soon as possible after notification of such meeting has been conveyed to all available members. The usual quorum shall be required. The notification for such an emergency meeting could be done by phone.

Confidentiality

38. The business of the Board shall be conducted in private and no disclosure of the business shall be made without the authority of the Board. Furthermore, the minutes of the Board meetings shall be considered strictly confidential except to Board members and to the auditors of the Foundation and to the Archbishop. Nothing however in this clause prohibits the issue of an agreed report on meetings of the Board to interested parties.
39. Where the Archbishop is satisfied, after due investigation, that any member of the Board infringed this injunction of confidentiality, he shall remove that person from membership.

Responsibilities of the Board: Pupils and Parents

General

40. As the Foundation's management body, the Board of Governors is responsible to manage the school on behalf of the Foundation. In its management of the School the Board shall promote the Sacred Heart tradition of education.
41. The Board has oversight of the curriculum of the School, taking responsibility for its planning, review and development. The Board seeks to ensure that the curriculum will incorporate the Goals of Sacred Heart education and that it will have appropriate breadth, balance and progression.
42. The Board of Governors will see to the drawing up and the implementation of all policies required by legislation and in keeping with the School's ethos.
43. The education and welfare of the pupils shall be the primary concern of the Board of Governors in all its work.

The Parents

44. The Board of Governors shall ensure proper channels of communication with the parents of all pupils. The Board shall ensure that the policies on admission, suspension and expulsion of pupils are communicated to parents.
45. The Board shall lay down such guidelines as it may deem necessary for the admission by the Heads of pupils to the School, within the constraints of State legislation and Church-state agreements, in accordance with the established criteria of the Maltese Episcopal Conference and the ethos expressed in the Sacred Heart Network of Schools.
46. The Board of Governors is responsible for drawing up and implementing a policy for suspension and expulsion of pupils in accordance with the following guidelines:

- i. The welfare of the pupils should be the primary concern of the Board of Governors in all decisions regarding suspensions and expulsions. The latter should be the last resort. In any case of dismissal the Board will take into consideration the guidelines provided by the national policy for school behaviour. In such decisions, the Board has a duty to consider the respective rights and responsibilities of those concerned.
- ii. The suspension of a pupil for not more than five days is the prerogative of the respective Head but is always reported without delay by that Head to the Chairperson of the Board of Governors. Parents should be made aware of their right to appeal to the Board of Governors whenever such serious sanction as suspension is in question.
- iii. The Board of Governors is responsible for the expulsion of a pupil where necessary, for instance (but not limitedly):
 - a. The pupil is so disruptive that she is seriously preventing other pupils from learning.
 - b. The pupil is uncontrollable and is not amenable to any form of school discipline or authority.
 - c. The pupil's conduct is a source of serious bad example and is having an adverse influence on other pupils in the School.
- iv. Where there is a question of expulsion parents must be informed that they have right of appeal to the Church Secretariat for Education and/or the Education Division, and thereafter if necessary further appeals may be taken in accordance with law.

Heads and Staff

47. The Board of Governors shall seek to support the Heads in the discharge of their responsibilities.
48. The Board of Governors in consultation with the Heads seeks to promote the well-being and professional development of the staff including formation and understanding of and commitment to the ethos of the school.
49. The Board of Governors shall ensure adequate channels of communication and consultation between themselves and the staff, between the two Heads, and between the Heads and the Bursar.

Employment

50. The Board of Governors employs and dismisses all teaching and support staff in the School in accordance with the Church-State Agreement. The Board of Governors will determine, in consultation with the Heads and with the Bursar, the number of teachers required in each section, whether permanent or temporary, full-time or part-time. The appointment of Heads, Assistant Heads, teaching and support staff requires the approval of the Education Division.

51. The Board of Governors shall follow the procedures for the appointment of staff as laid down in the MUT-Church Agreement. For the appointment of Head, the approval of the Archbishop shall be sought.
52. The conditions of service of teaching and support staff are subject to the Church-State Agreement and the MUT-Church Agreement.
53. The Chairperson of the Board of Governors shall request each new member of staff to sign a document regarding their commitment to work for the ethos of the school.
54. The Board of Governors is responsible to see that the statutory conditions of employment and social welfare are observed.
55. The Board of Governors shall adjudicate on any complaints made, under due process, by members of staff against the Head. The Teacher Governors do not hold a voting right with regard to such complaints, and depending on the complaint in question, the Chairperson may decide that the Heads and the Teacher Governors withdraw from these deliberations.
56. The Board of Governors shall adjudicate on serious complaints made, under due process, against teachers. The Teacher Governors do not hold a voting right with regard to such complaints, and depending on the complaint in question, the Chairperson may decide that the Teacher Governors withdraw from these deliberations.
57. The Heads of School, the Assistant Heads, the Bursar and the teaching staff shall be employed in accordance with the attached Schedule marked Document A2 which forms an integral part of this deed and which may be amended in future by the Archbishop.

Finance

58. The Board of Governors shall be responsible for all business carried out in connection with or on account of the school and shall provide and shall cause to be kept proper accounting records in accordance with current accounting practice.
59. The Board of Governors shall receive reports from the Bursar who is responsible for the day-to-day running expenses and shall be charged with the responsibility of ensuring proper financial control. The Board shall submit an annual budget to the Archbishop for approval. Normally, a budget which envisages a deficit will not receive the approval of the Archbishop. The Board shall also send to the Archbishop audited accounts by the end of June of each year.
60. The Board of Governors shall set up a Sub-committee on Finance consisting of the Heads and two to three Governors who shall work with the Bursar and

shall have powers to invite additional persons having specific expertise in financial matters to membership of the Sub-committee. The Sub-committee shall meet at least once a term with the Bursar and shall report to the Board of Governors at its next ensuing meeting.

61. Apportionment of shared expenses as between Junior and Senior sections of the School shall be decided in a fair and reasonable manner on the basis of pupil numbers, space occupied in the relevant buildings and any other relevant factors. The Finance Sub-Committee with the Bursar shall recommend figures to the Board of Governors for its approval. This apportionment forms part of the annual budget submitted for approval to the Archbishop.
62. For purposes of capital expenditure, exceeding the sum of twenty three thousand euro (€23,000), the Board of Governors seeks authorisation from the Archbishop to borrow if funds are not available. Authorised borrowing shall be conducted strictly according to conditions laid down by the Archbishop.

The Premises

63. Subject to the approval of the Archbishop, the Board of Governors shall have power to sanction the use of the school premises outside school hours by outside bodies. The Board of Governors shall have discretion in determining such charges and conditions as it may consider appropriate for such use of the premises.
64. The Board shall ensure that the school premises are kept in good repair and condition, that the furnishings and equipment are suitable and adequate, and that the school premises, furnishings and equipment are adequately insured. All insurance policies are to be paid for by the Foundation, and these should include Buildings & Contents Insurance, Third Party Liability Insurance and Employers' Liability Insurance.
65. The Board shall ensure that all such insurance policies are effected and maintained as are necessary to safeguard the school, the Board of Governors, the Foundation, the Archdiocese and the Society against all public liability and employers' liability and against the consequences of negligence on the part of any person employed by the Board of Governors, any defect in the buildings, premises, furnishings or equipment of the school whereby loss or damage might result to any person in or upon the school premises. Furthermore, the insurance policies shall include cover for protection against theft and damage to property within the premises (both immovable and movable).
66. All insurance policies shall be in the joint names of the Society, the Foundation and the Archbishop for their respective rights and interests. It shall be the duty of the Board of Governors to produce to the Archbishop at least once per annum, a copy of the policy / policies document/s and the last receipt/s for payment of premium.

67. The terms of the insurance policy or policies shall be reviewed annually by the Board of Governors at its first meeting in each scholastic year.

Other matters

68. The Board of Governors may authorise fund-raising activities for the school.
69. Apart from its obligation to set up a Finance Sub-Committee, the Board of Governors may delegate any but not all of the powers hereby given to it, to a sub-committee or sub-committees formed by its own members, who shall execute the functions entrusted to them by the Board of Governors and report back to them. A sub-committee may co-opt others, non-Governors, with particular expertise, to attend its meetings but not as of right to attend Board meetings.
70. The Foundation and the Board shall be bound by the terms of the existing Contracts of Employment of both teaching and support staff.
71. A copy of this Schedule and the deed of Foundation shall be given to every member of the Board of Governors and to the Heads upon their entry into office or employment.
72. In the event of any question arising relating to the conduct, management and financial administration of the school, not specifically provided for in the foregoing Articles, such question shall be decided by the Archbishop, who upon decision shall give the necessary instructions and authority to the Board of Governors to take the requisite and proper action, and shall see that the Articles are amended so as to cover this type of eventuality in the future.
73. Furthermore, if these Rules contain a lacuna with regard to any decision which in any way whatsoever affects the Foundation or in case of conflict arising out of these Rules, the Archbishop takes the relative decision. This decision once taken is final and non-appealable. The Archbishop shall see that the Articles are amended so as to cover this type of eventuality in the future.
74. These Rules may be altered by the Archbishop after due notification and consultation with all interested parties.

Signed

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Notary Public Malta.

Annexed Schedule – Document B

Employment

Employment in general

All employment requires the necessary approval of the Education Division.

Heads of School

1. For the appointment of Heads of School, the Board of Governors shall appoint an interviewing board composed of the Chairperson of the Board of Governors, two other Governors from among the Archbishop's nominees and at least two other persons appointed by the Board of Governors.
2. The Board of Governors shall follow the procedures for the appointment of a Head as laid down in the MUT-Church Agreement.
3. The interviewing board shall interview all candidates chosen according to law and file a detailed report to the Board of Governors regarding the candidates and their competence for the post of Head of School.
4. Upon the basis of the report filed by the interviewing board, discussions held by the Board of Governors and if need be further interviews by the Board of Governors itself, the Board of Governors will make its decision, subject to the approval of the Archbishop.
5. Should the Archbishop withhold approval he shall so inform the Chairperson who shall take the necessary steps. These steps shall be as follows.
 - a. If the interviewing board at step 3 above had found more than one suitable candidate and had in its report to the Board of Governors indicated a suitable second preference (and indeed third preference), and if the Board of Governors are satisfied to appoint this second preference (or third preference as the case may be), the Chairperson shall submit for the Archbishop's approval the name of the recommended candidate next in line. Or if this is not the case:
 - b. New interviews shall be held in accordance with 1-4 above

Assistant Heads of School

6. For the appointment of Assistant Heads of School, the Board of Governors shall appoint an interviewing board composed of at least two Governors, one of whom shall chair the interviewing board proceedings, the Head of the

respective section of the School, and another person (or two other persons) appointed by the Board of Governors.

7. The Board of Governors shall follow the procedures for the appointment of an Assistant Head of School as laid down in the MUT-Church Agreement.
8. The interviewing board shall interview all candidates chosen according to law and file a detailed report to the Board of Governors regarding the candidates and their competence for the post of Assistant Heads of School.
9. Upon the basis of the report filed by the interviewing board, discussions held by the Board of Governors and if need be further interviews by the Board of Governors itself, the Board of Governors will make its decision about the appointment.

Bursar

10. For the appointment of a Bursar, the Board of Governors shall appoint an interviewing board composed of two members of the Board of Governors, one of whom shall chair the interviewing board proceedings, and the two Heads. A financial adviser may also be asked to attend upon and advise the interviewing board but may not take part in its final decision-making.
11. The interviewing board shall interview all candidates chosen according to law and file a detailed report to the Board of Governors regarding the candidates and their competence for the post of Bursar.
12. Upon the basis of the report filed by the interviewing board, discussions held by the Board of Governors and if need be further interviews by the Board of Governors itself, the Board of Governors will make its decision about the appointment.

Teaching Staff

13. For the appointment of full-time and part-time teaching staff, the Board of Governors shall appoint an interviewing board with decision-making power. This interviewing board shall be composed of at least two Governors, one of whom shall chair the interviewing board proceedings, the Head of the respective section of the School and an Assistant Head of the respective section of the School. An outside expert may also be invited to attend upon and advise the interviewing board throughout its proceedings but not to take part in its final decision-making.
14. The Board of Governors and the interviewing board shall follow the procedures for the appointment of a teacher as laid down in the MUT-Church Agreement.

15. The interviewing board shall interview all candidates chosen according to law and shall choose the candidate for the particular post in question.
16. Within three days from choosing the candidate to fill a vacancy, the interviewing board shall inform in writing the Board of Governors of its decision together with the motivations thereof.
17. In the case of an emergency, e.g. a vacancy occurring within a few days before the opening of the term, and the unavailability of Governors for the interviewing board, the special interviewing board may be composed of the Head of the relevant section of the School and all available Assistant Heads of that section. This special interviewing board shall interview all candidates chosen according to law and shall choose the candidate for the particular post in question. Within three days from choosing the candidate to fill this vacancy, the interviewing board shall inform in writing the Board of Governors of its decision together with the motivations thereof.

General Terms of Employment

18. The General Terms of Employment are those laid down in Annexed Document A, numbers 50 to 57 inclusive.

Signed

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Notary Public Malta.