

Review of CSSC Articles of Association

Purpose of paper

A review of the CSSC Articles of Association detailing proposed changes, to be effected by ordinary resolution.

Background

CSSC was established in 2016. The working group responsible for setting up the organisation had agreed the Articles of Association attached. The organisation has operated with these articles since that time. Following the first reconstitution of the Council, in November 2021, it was agreed to review the CSSC Articles.

Proposed amendments

Clause 17 – Proceedings at General Meetings

17 (3) – the list of Interpretations, at Clause 2, should include a definition of ‘authorised representative’ of a member organisation.

As there could be several individuals from one school or the Transferors Representatives’ Council (TRC) in attendance at the AGM, for voting purposes CSSC requires to know the individual who is appointed as their authorised representative. In such circumstances the school or TRC should declare their *authorised representative*, who is empowered to exercise their rights including to vote on their behalf.

It is proposed that an interpretation of ‘authorised representative’ is included in Clause 2 i.e. “such individual who the school or TRC shall appoint to speak for and on behalf of the school or TRC as and when a vote or other associated business is required.”

Clause 31 Board of Directors

Clause 31 (1) (e) Primary School representation on the Board of Directors

Presently CSSC has 13 Director members:

- 4 by public appointment,
- 3 being nominees of the TRC, and
- 6 elected by member schools.

There are 548 controlled schools, of which 527 are in membership i.e.:

School Type	Controlled Schools	Controlled Schools in Membership	Pupil Numbers*	CSSC Council Members
Nursery	63	59	8,771	x1
Special	37	33	6,217	x1
Primary	379	366	82,690	x2
Secondary	53	53	34,718	x1
Grammar	16	16	14,668	x1
TOTAL	548	527	147,064	6

** pupils in attendance in the last school year.*

In light of the spread and representation of school members it is proposed that the primary representation be increased by one, from two members to three. It is considered that this would better serve the needs of the primary controlled schools and would enable each of the sub regions of the Education Authority (EA) to have a primary school representative on CSSC Council.

This would provide Council with 14 members, with seven members then being from, or representative of, controlled schools (i.e. 50% of the Council membership).

On the basis that this is agreed, then the number of Directors stated in **Clause 28 (Directors)** would require to be amended to 14 rather than 13.

Clause 31 (1) (g) *“four Directors who have expertise of assistance to the charity, provided that no such director shall be employed in the Public Sector but shall be supportive of the aims and objectives of the Controlled Sector.”*

Members were appointed via a public appointment process as per **Clauses 32 (2) & 32 (5)** i.e.

“...Such of the subscribers to the memorandum of the charity as are not employed in the Public Sector shall nominate the four directors referred to in Article 31 (1) (g) to the Board of Directors...”

and

“The four Directors referred to in Article 31 (1) (g) nominated by such of the subscribers to the memorandum of the charity as are not employed in the Public Sector shall serve as Directors.”

In 2021 this was effected through a public draw, the operation of a conversation with a purpose (an interview) and the recommended appointees determined by an independent panel. The recommendations made were approved for nomination by a member of the subscribers to the memorandum of the charity.

As the subscribers to the memorandum of the charity were the first members of the charity. Going forward it is proposed that the wording in Clause 32 (2) be amended to read as follows:

“Such of the subscribers to the memorandum of the charity as are not employed in the Public Sector shall nominate the *first* four Directors referred to in Article 31 (1) (g) to the Board of Directors *and subsequently thereafter as the Directors shall determine.*”

And the wording of Clause 32 (5) be amended to read as follows:

“The four Directors referred to in Article 31 (1) (g) nominated at the *first establishment of the Council* by such of the subscribers to the memorandum of the charity as are not employed in the Public Sector, *and subsequently thereafter as the Directors shall determine*, shall serve as Directors.”

Summary of amendments proposed

Proposals for amendments to the CSSC Articles of Association:

- the term ‘authorised representative’ (as referenced in Clause 17 (3) and Clause 23 (3)) to be included in the list of interpretations at the beginning of the Articles.
- Directors (Council Membership) Clause 31 (1) (e).

The Primary School representation on Council shall be increased from two to three.

Note this would then require Clause 28 to then read:

The maximum number of directors shall be **14** unless otherwise determined by ordinary resolution.

- Clause 32 (2) & (5) – amending reference to the mechanics of the appointment of the first four public appointee members to the Council, but subsequently thereafter as the Directors shall determine (wording as detailed above).

Minor typographical corrections overlooked in the final drafting of the Articles at the time of the establishment of CSSC:

Para 6 (2) (c) – reference to article 57, should read article 56

Para 27 (2) – reference to article 39, should read article 35

Para 46 (1) & (2) – reference to article 47 (1) and/or Article 47 (2) should read article 44 (1)

Documents attached

CSSC Articles of Association with the proposed changes tracked for ease of reference.