

Friends of All Saints School

The Constitution

1. The name of the Association shall be '*Friends of All Saints First School*' (FOAL).

2. Objects

The object of the Association is to advance the education of the pupils in the school in particular by:

2.1 Developing effective relationships between the staff, parents and others associated with the school

2.2 Engaging in activities or providing facilities or equipment which support the school and advance the education of the pupils.

3. Powers

The committee members have the following powers, which may be exercised only in promoting the *Objects*:

3.1 To publish or distribute information

3.2 To co-operate with other bodies

3.3 To raise funds (but not by means of permanent trading)

3.4 To acquire or hire property of any kind

3.5 To set aside funds for special purposes or as reserves against future expenditure

3.6 To take out public liability and personal accident insurance to cover Association meetings, activities, committee members/trustees, to insure the Association's property against any foreseeable risk and takeout other insurance policies to protect the Association where required.

3.7 To pay the costs of forming and annual membership fees for the Association

3.8 To obtain and pay for goods and services as are necessary for carrying out the work of the charity

3.9 To open and operate bank and other accounts as the committee members/trustees consider necessary

3.10 To do anything else within the law that promotes the *Objects* BUT the Committee shall not undertake any activity in the school premises without the consent of the head teacher.

3.11 Where a project or piece of equipment costs over £750, all members of FOAL (committee members, parents & teachers in this instance) will be consulted on the proposed spend. A 2/3 majority required for the proposed spend to be agreed.

4. Membership

4.1 Members of the Association shall consist of all parents, guardians, carers and members of the local community, teaching and non-teaching staff currently employed by the school.

4.2 Membership is terminated if the member dies or the member resigns by written notice to the Association.

4.3 The committee members may for good reason, regardless of whether or not this is at the request of the Governing Body or the head teacher, exclude any person from membership or from attending an event whose presence at or support of the school is deemed a danger to the school or its pupils or staff or might bring FOAL into disrepute Removal is not effective until the Member concerned has been notified in writing of the proposal and his/her right to respond within 14 clear days, and the matter has been considered in light of any representations made.

5. General meetings (Annual and Extraordinary)

5.1 All Members are entitled to attend any Annual General Meeting (AGM) of FOAL

5.2 All AGMs are called by giving 21 clear days written notice of the meeting to the Members. The notice should specify the date, time and location of the AGM as well as give an overview of the agenda.

- 5.3 There is a quorum at an AGM when the number of Members present is at least twice the number of committee members in office at the start of the meeting.
- 5.4 The Chair or (if the Chair is unable or unwilling to do so) some other committee member elected by those present is in charge of an AGM.
- 5.5 Every issue at an AGM is decided by a simple majority of the votes cast by the Members present at the meeting. Except for the Chair of the meeting, who has a second or casting vote where a vote is equally divided (tied), every Member present is entitled to one vote on every issue.
- 5.6 FOAL must hold an AGM within twelve months of the date of the adoption of this constitution. Thereafter, an AGM must be held in each subsequent year and not more than 15 months may elapse between successive Annual General Meetings.
- 5.8 At an AGM the members:
- 5.8.1 Receive the accounts of FOAL for the previous financial year
 - 5.8.2 Receive the report of the committee members on FOAL's activities since the previous AGM
 - 5.8.3 Elect the committee members
 - 5.8.4 Discuss and determine any issues of policy or deal with any other business put before them
- 5.9 A Special General Meeting may be called at any time by the Committee and must be called within 21 days to happen within three months of a written request to the receiving committee members/trustees from at least ten members.

6. The committee

- 6.1 All members of the Committee are trustees of the charity and have control of FOAL, its property and funds. The committee will consist of the following Officers – Chairperson, Vice Chair, Honorary Secretary, Honorary Treasurer, together with other members.
- 6.2 Committee members shall be elected at the AGM and shall hold office until the next AGM
- 6.3 Committee members shall have the power to co-opt committee members at any time, and co-opted committee members shall serve until the date of the next AGM
- 6.4 The number of co-opted committee members must not be more than 50% of the total number of committee members
- 6.5 Nominations for election to the Committee may be made by any Member of FOAL and seconded by another. Such nominations must have the consent of the nominee. Nominations may be made any time prior to or during the AGM.
- 6.6 A committee member/trustee (whether elected or co-opted) automatically ceases to be a committee member/trustee if he or she
- 6.6.1 is disqualified under section 72 of the Charities Act 1993 as amended by the Charities Act 2006 from acting as a charity trustee
 - 6.6.2 is incapable, whether mentally or physically, of managing his or her own affairs
 - 6.6.3 is absent from three consecutive meetings of the Committee without prior notification to the Secretary
 - 6.6.4 ceases to be a member of the Association
 - 6.6.5 resigns by written notice to the Committee but only if at least two committee members/trustees remain in office
 - 6.6.6 is removed by a resolution passed by a majority of other committee members/trustees. Removal is not effective until the committee member/trustee concerned has been notified in writing of the proposal and his/her right to respond within 14 clear days, and the matter has been considered in light of any representations made.
- 6.7 If, at an AGM, there is no person wishing to take on the role of Chairperson, then it will be possible to elect two people to share the role. They will be known as Joint Chairpersons. If such a situation arises there will be no Vice Chair.

6.6 All committee members shall be entitled to reimbursement of reasonable out-of-pocket expenses actually incurred in the administration of FOAL. Prior permission to be obtained from the Chair or Treasurer before purchases made.

6.7 If anyone has a complaint to make about FOAL they should first take it to a member of the Executive Committee, (i.e. Chair, Vice Chair, Treasurer or Secretary). If it cannot be resolved then it should be passed on to the Chair of Governors.

7. Committee meetings

7.1 The Committee will hold at least one meeting per term. .

7.2 A quorum at a Committee meeting is 50 per cent, rounded up to the nearest whole number, of the total current membership of the Committee and to include a teacher representative.

7.3 The Chair or, if the Chair is unable or unwilling to do so, some other committee member chosen by the members present is in charge at each Committee meeting.

7.4 Every decision may be made by a simple majority of the votes cast at a Committee meeting. A resolution which is in writing and signed by all committee members is equally valid. The resolution may be contained in more than one document and will be treated as passed on the date of the last signature.

7.5 Except for the Chair of the meeting, who has a second or casting vote, every committee member has one vote on each issue.

8. Powers of committee

The following powers are available to the Committee to help run the Association:

8.1 To delegate any functions of the Committee to sub-committees. These must consist of two or more persons appointed by the Committee but at least one member of every sub-committee must be a committee member. All sub-Committee proceedings must be promptly reported to the main Committee. The sub-committee shall not expend funds of the FOAL otherwise than in accordance with a budget agreed by the committee.

8.2 To make Rules consistent with this Constitution about the Committee and sub-committees, to govern proceedings at General meetings and generally about the running of the Association including the operation of bank accounts and the commitment of funds.

8.3 Any matter not provided in the constitution and concerning the organization and activities of the association shall be dealt with by the committee members whose decision is final.

9. Property & funds

9.1 The property and funds of FOAL must only be used to fulfill the *Objects* (see clause 2).

9.2 Committee members can enter into contracts with FOAL for the provision of goods and services to FOAL (but not contracts of employment with FOAL except with the prior written consent of the Charity Commission) provided that:

9.2.1 The maximum amount is set out in writing and is reasonable for the services provided

9.2.2 The committee members are satisfied that the agreement is in the interests of the charity before entering into it

9.3 Whenever a committee member has a personal interest in a matter to be discussed at a meeting, the committee member must declare an interest before discussion begins on the matter, withdraw from that part of the meeting unless expressly invited to remain in order to provide information, not be counted in the quorum for that part of the meeting and withdraw during the vote and have no vote on the matter.

10. Records & accounts

10.1 The Committee must comply with the requirements of the Charities Act 1993 as amended by the Charities Act 2006 as to the keeping of financial records and the preparation and transmission to the Charity Commission of annual reports, annual returns and annual statements of account.

10.2 The Committee must keep proper records of all proceedings at General meetings, Committee meetings and sub-committees (minutes / meeting notes).

10.3 The Treasurer will be responsible for keeping account of all Income and Expenditure and shall present a financial report at all committee meetings and present Annual reports and statements of account at the AGM.

10.4 Annual reports and statements of account relating to the Association must be made available for inspection by any member of the Association.

10.5 The Committee must notify the Charity Commission promptly of any changes to the Association's entry on the *Register of Charities*.

10.6 The financial year shall commence on 1st September.

10.7 Bank Accounts shall operate in the name of FOAL and withdrawals shall be made on the signature of any two committee members.

11. Notices

11.1 Notice of any General meeting of FOAL may be sent by hand, by post, by suitable electronic communication (email) or in any newsletter distributed by FOAL to its Members. Notification by hand may include distribution to parents, guardians and carers via their children with or without other communications from the school.

11.2 The address at which a Member is entitled to receive notices (if sent by post) is the last known address of the Member.

11.3 A technical defect in the giving of notice which the Members or committee members are unaware of at the time does not invalidate decisions taken at a General meeting.

12. Amendments

12.1 This Constitution may be amended at a General meeting or at a Special General Meeting called for this purpose by a two-thirds majority of the votes cast.

12.1 The Members must be given 21 clear days' notice of the proposed amendments.

12.2 No amendment is valid if it would make a fundamental change to the *Objects*/clause 2 or destroy the charitable status of FOAL and no amendment may be made to clause 9 without the prior written consent of the Charity Commission.

13. Dissolution

13.1 The Association may be dissolved by a resolution presented at an EGM or an AGM where this is included in the notice of the meeting. The resolution must have the agreement of two thirds of those voting and must give instructions for the disposal of any assets remaining after paying the outstanding debts and liabilities of the Association

13.2 The net assets shall not be distributed among the Members of the Association but will be given to the school for the benefit of the pupils of the school. In the event of the school closing any remaining funds could be distributed to a neighbouring school or schools as selected by the Committee.

13.3 If it is not possible to dispose of assets as described in clause 13.2 then the assets can be given to another charitable cause provided that the cause is within the *Objects* of the Association.

13.4 The committee must notify the Charity Commission promptly that the Association has been dissolved. The Trustees must comply with any request from the Commission including providing the Association's final accounts.