

Constitution of Friends of Rushcombe

1. VARIABLES

1.1. **Association Name:** Friends of Rushcombe

1.2. **Type of Association:** Friends of the School

1.3. **School Name and address:** Rushcombe First School, Hanham Road, Corfe Mullen, Wimborne, Dorset BH21 3PX

1.4. **The Committee:**

	Minimum Number	Maximum Number
Chair	1	2
Secretary	1	2
Treasurer	1	2
Committee members (inclusive of above officers and inclusive of both elected and co-opted Committee members)	6	12
co-opted Committee members	No minimum	One third of total number of Committee members

2. OBJECTS

The objects of the Association are to advance the education of pupils in the School in particular by:-

- 2.1. Developing effective relationships between the staff, parents and others associated with the School; and
- 2.2. Engaging in activities or providing facilities or equipment which support the School and advance the education of the pupils.

3. POWERS

The Association has the following powers, which may be exercised only in promoting the Objects:-

- 3.1. To provide advice;
- 3.2. To publish or distribute information;
- 3.3. To co-operate with other bodies;
- 3.4. To raise funds (but not by means of taxable trading);
- 3.5. To acquire or hire property of any kind;
- 3.6. To make grants or loans of money and to give guarantees;
- 3.7. To set aside funds for special purposes or as reserves against future expenditure;
- 3.8. To deposit or invest funds in any lawful manner (but to invest only after obtaining such advice from a financial expert as the Committee members consider necessary and having regard to the suitability of investments and the need for diversification);

- 3.9. To take out public liability and personal accident insurance to cover Association meetings, activities, Officers, and Committee members, to insure the Association's property against any foreseeable risk and take out other insurance policies to protect the Association where required;
- 3.10. To insure members of the Committee against the costs of a successful defence to a criminal prosecution brought against them as charity trustees or against personal liability incurred in respect of any act or omission which is or is alleged to be a breach of trust or a breach of duty (unless the member concerned knew that, or was reckless whether, the act or omission was a breach of trust or a breach of duty);
- 3.11. Subject to clause 9, to employ paid or unpaid agents, staff or advisers;
- 3.12. To enter into contracts to provide services to or on behalf of other bodies;
- 3.13. To pay the costs of forming the Association; and
- 3.14. To do anything else within the law which promotes the Objects.

BUT the Committee shall not undertake any activity in the School premises without the consent of the Headteacher.

4. **MEMBERSHIP**

Members of the Association are:-

- 4.1. The parents, guardians or carers of a pupil currently attending the School; plus
- 4.2. The members of the teaching and non-teaching staff currently employed by the School; plus
- 4.3. Any person wishing to offer appropriate support or help to the School and who is accepted by the Committee as a member.

BUT the Committee may for good reason (whether or not at the request of the Governing Body or the Headteacher of the School) exclude any person from the membership whose presence at or support of the School, or whose membership of the Association, is deemed a danger to the School or its pupils or staff or might bring the Association into disrepute or might otherwise be harmful to the Association (but only after notifying the member concerned in writing and considering the matter in the light of any representations which the member puts forward within 14 clear days after receiving notice).

5. **GENERAL MEETINGS**

- 5.1. All members are entitled to attend any AGM or EGM of the Association.
- 5.2. General meetings are called by 21 clear days written notice to the members specifying the business to be transacted.
- 5.3. There is a quorum at a general meeting if the number of members personally present is at least two times the number of Committee members in office at the commencement of the meeting. This does not apply to the first EGM (when the quorum shall be 10 members) or in the situation of dissolution. See clause 14.1.
- 5.4. The Chair or (if the Chair is unable or unwilling to do so) some other member elected by those present presides at a general meeting.
- 5.5. Except where otherwise provided in this Constitution, every issue at a general meeting is determined by a simple majority of the votes cast by the members present in person.
- 5.6. Except for the chair of the meeting, who has a second or casting vote, every member present in person is entitled to one vote on every issue.
- 5.7. An AGM must be held in every year (except that the first AGM may be held at any time within 18 months after the formation of the Association).
- 5.8. At an AGM the members:-
 - 5.8.1. Receive the accounts of the Association for the previous financial year;
 - 5.8.2. Receive the report of the Committee on the Association's activities since the previous AGM;
 - 5.8.3. Elect the Committee;

- 5.8.4. Appoint an independent examiner or auditor for the Association;
 - 5.8.5. May confer on any individual (with his or her consent) the honorary title of Patron, President or Vice-President of the Association; and
 - 5.8.6. Discuss or determine any issues of policy or deal with any other business put before them.
- 5.9. An EGM may be called at any time by the Committee and must be called within 21 days after a written request to the Committee from at least 10 members.

6. THE COMMITTEE

- 6.1. The Committee as charity trustees have control of the Association and its property and funds.
- 6.2. The Committee when complete shall comprise the officers and the other persons set out in clause 1.4 all of whom must be members of the Association.
- 6.3. The first Committee shall be elected at the first EGM and shall (subject to clause 6.6) hold office until the first AGM. After that, the Committee (with the exception of co-opted Committee members) shall be elected at the AGM and shall (subject to clause 6.6) hold office until the next AGM.
- 6.4. **Co-opted Committee members:-**
 - 6.4.1. May be appointed by resolution of the Committee at any time and (subject to clause 6.6) shall hold office until the next AGM;
 - 6.4.2. The number of co-opted Committee members shall not exceed the number shown at clause 1.4.
- 6.5. Nominations for election to the Committee (whether elected Committee members or co-opted Committee members):-
 - 6.5.1. May be made by one member seconded by another;
 - 6.5.2. Must have the consent of the nominee; and
 - 6.5.3. Should be made in writing to the Chair at any time up until the date set by the Committee.
- 6.6. A Committee member automatically ceases to be a member of the Committee if he or she:-
 - 6.6.1. Is disqualified under the Charities Acts 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 (unless the Committee have previously been notified of and have authorised the absence);
 - 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 will remain in office); or
 - 6.6.6. Is removed by a resolution passed by all the other members of the Committee after inviting the views of the Committee member concerned and considering the matter in the light of any such views.
- 6.7. A retiring Committee member is entitled to an indemnity from the continuing Committee members at the expense of the Association in respect of any liabilities properly incurred while he or she held office.
- 6.8. A technical defect in the appointment of a Committee member of which the Committee are unaware at the time does not invalidate decisions taken at a meeting.

7. COMMITTEE MEETINGS

- 7.1. The Committee must hold at least one meeting per school term.
- 7.2. There is a quorum at a Committee meeting if the number of Committee members personally present is at least 3, or one third of the Committee members (rounded up to the nearest whole number), whichever number is greater.
- 7.3. The Chair or (if the Chair is unable or unwilling to do so) some other member of the Committee chosen by the members present presides at each Committee meeting.
- 7.4. Every decision to be determined by the Committee may be passed by either:-
 - 7.4.1. A simple majority of the votes cast at a Committee meeting; or
 - 7.4.2. A written resolution which is issued, and passed by a majority of the Committee members, in accordance with clause 7.5.

- 7.5. A written resolution of the Committee shall:-
- 7.5.1. Be issued to all Committee members and may be contained in more than one document;
 - 7.5.2. Shall indicate a date (which must be at least 21 days after the written resolution was circulated) by which the resolution shall be treated as declined if acceptance of the resolution by a majority of the Committee members has not been received by that date;
 - 7.5.3. Shall indicate the method by which acceptance of the written resolution may be made, including by returning it to the Chair via the School reception or by such other means (including email or other electronic communication) approved by the Committee; and
 - 7.5.4. Shall be treated as passed on the date on which notice of acceptance by a majority of Committee members is received, provided that such acceptance is received within the period specified in the resolution.
- 7.6. 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 Committee have the following powers in the administration of the Association:-

- 8.1. To delegate any of their functions to sub-committees consisting of two or more persons appointed by them (but at least one member of every sub-committee must be a Committee member and all proceedings of sub-committees must be reported promptly to 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); and
- 8.3. To exercise any powers of the Association which are not reserved to a general meeting.

9. **PROPERTY AND FUNDS AND BENEFITS TO COMMITTEE MEMBERS**

- 9.1. The property and funds of the Association must be used only for promoting the Objects.
- 9.2. No Committee member may receive any payment of money or other material benefit (whether direct or indirect) from the Association except:-
 - 9.2.1. Under clauses 3.10 (indemnity insurance) or 9.3 (contractual payments), in each case where approved in advance by the Committee;
 - 9.2.2. Reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in the administration of the Association and approved in advance by the Committee;
 - 9.2.3. Charitable benefits available generally to parents of children at the School and approved in advance by the Committee;
 - 9.2.4. A reasonable rent or hiring fee for property let or hired to the Association as approved in advance by the Committee;
 - 9.2.5. An indemnity in respect of any liabilities properly incurred in running the Association (including the costs of a successful defence to criminal proceedings).
- 9.3. A Committee member may not be an employee of the Association, but a Committee member or connected person may enter into a contract with the Association to supply goods or services in return for a payment or other material benefit, but only if:-
 - 9.3.1. The contract is approved in advance by the Committee;
 - 9.3.2. The goods or services are actually required by the Association;
 - 9.3.3. The nature and level of the benefit is no more than reasonable in relation to the value of the goods or services and is set at a meeting of the Committee members in accordance with the procedure in sub-clause 9.4; and
 - 9.3.4. Not more than 25% of the Committee members are interested in any such contract in any one financial year.
- 9.4. Whenever a Committee member has a personal interest in a matter to be discussed at a meeting of the Committee or a sub-committee, he or she must:-

- 9.4.1. Declare an interest before the meeting or at the meeting before discussion begins on the matter;
 - 9.4.2. Be absent from that part of the meeting unless expressly invited to remain in order to provide information;
 - 9.4.3. Not be counted in the quorum for that part of the meeting; and
 - 9.4.4. Be absent during the vote and have no vote on the matter.
- 9.5. Investments and other property of the Association may be held:-
- 9.5.1. In the names of the Committee members for the time being; or
 - 9.5.2. In the name of at least two and up to four Committee members, or in the name of a company, as holding trustees for the Association and who may be appointed (and removed) by resolution of the Committee. As holding trustees the appointed Committee members or company shall be responsible for holding the title to property but shall not be authorised to make any decisions relating to its use, investment or disposal.

10. RECORDS AND ACCOUNTS

- 10.1. The Committee must comply with the requirements of the Charities Acts as to the keeping of financial records, the audit or independent examination of accounts and (where applicable) the preparation and transmission to the Commission of:-
- 10.1.1. Annual returns;
 - 10.1.2. Annual reports; and
 - 10.1.3. Annual statements of account.
- 10.2. The Committee members must keep proper records of:-
- 10.2.1. All proceedings at general meetings;
 - 10.2.2. All proceedings at Committee meetings;
 - 10.2.3. All reports of sub-committees; and
 - 10.2.4. All professional advice obtained.
- 10.3. Annual reports and statements of account relating to the Association must be:-
- 10.3.1. Circulated to all Committee Members; and
 - 10.3.2. Made available for inspection by any member on request at any time during normal opening hours of the School.
- 10.4. If the Association is a registered charity, the Committee must notify the Commission promptly of any changes to the Association's entry on the Central Register of charities.

11. NOTICES

- 11.1. Notices under this Constitution may be sent by:-
- 11.1.1. Hand, including by distribution to parents, guardians and carers via their children with or without other communications from the School;
 - 11.1.2. Post
 - 11.1.3. By email, fax or other suitable electronic means approved by the Committee; or
 - 11.1.4. In any newsletter distributed by the Association or the School.
- 11.2. The address at which a member is entitled to receive notices if sent by post, email or other electronic communication is the last known address of the member as held by the School or the Association.
- 11.3. Any notice given in accordance with this Constitution is to be treated for all purposes as having been received:-
- 11.3.1. 24 hours after being sent by hand (including by distribution to parents, guardians and carers via their children with or without other communications from the School), email, fax or other electronic means or delivered by hand to the relevant address;
 - 11.3.2. Two clear days after being sent by first class post to the relevant address;
 - 11.3.3. Three clear days after being sent by second class post or overseas post to the relevant address;
 - 11.3.4. On being handed to the member personally; or
 - 11.3.5. If earlier than any of the above, as soon as the member acknowledges actual receipt.

- 11.4. A technical defect in the giving of notice of which the members or the Committee members are unaware at the time does not invalidate decisions taken at a meeting.

12. AMENDMENTS

This Constitution may be amended at a general meeting by a two-thirds majority of the votes cast, but:-

- 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 or to this clause or destroy the charitable status of the Association. In this clause 'fundamental change' means such a change as would not have been within the reasonable contemplation of a person making a donation to the Association;
- 12.3. Clause 9 may not be amended without the Committee first obtaining legal advice or consulting the Commission; and
- 12.4. If the Association is a registered charity, a copy of any resolution amending this Constitution must be sent to the Commission within twenty one days of it being passed.

13. INCORPORATION

- 13.1. The members at a general meeting may authorise the Committee members to transfer the assets and liabilities of the Association to a limited company or a charitable incorporated organisation established for exclusively charitable purposes within, the same as or similar to the Objects and of which the members of the Association will be entitled to be members.
- 13.2. On a transfer under clause 13.1 the Committee members must ensure that all necessary steps are taken as to:-
- 13.2.1. The transfer of land and other property;
- 13.2.2. The novation of contracts of employment and transfer of pension rights; and
- 13.2.3. The trusteeship of any property held for special purposes.

14. DISSOLUTION

- 14.1. The Association may be dissolved by a resolution presented at an EGM called for this purpose. If a quorum is not achieved at that EGM, then a further EGM shall be called for this purpose and the quorum at such an EGM shall be 5 members present and voting (whether Committee members or not). The resolution must have the assent of two thirds of those present and voting. The resolution to dissolve the Association may give instructions for the disposal of any assets of the Association remaining after satisfying any outstanding debts and liabilities of the Association.
- 14.2. If the members at a general meeting decide to dissolve the Association:-
- 14.2.1. The Committee members will remain in office as charity trustees and will be responsible for the orderly winding up of the Association's affairs;
- 14.2.2. The net assets shall not be distributed among members of the Association but will be given to the School for the benefit of the pupils of the School, or in the event of the School closing, to such other neighbouring school or schools as the Committee shall decide;
- 14.2.3. If effect cannot be given to clause 14.2.2 then the net assets shall be given to some other charitable purpose;
- 14.2.4. If the Association is a registered charity, the Committee members shall notify the Commission promptly that the Association has been dissolved; and
- 14.2.5. A final report and statement of account relating to the Association must be prepared and circulated to the Committee members and the Headteacher, and where the Association is a registered charity, or where otherwise required by law, must also be sent to the Commission.

15. INTERPRETATION

15.1. In this Constitution the following words have the following meanings:-

AGM	An annual general meeting of the Association
Association	The charity comprised in this Constitution
Chair	The chair of the Association elected at the AGM
charity trustee	Has the meaning prescribed by section 97(1) of the Charities Act 1993
Charities Acts	The Charities Acts 1993 and 2006
clear day	24 hours from midnight following the relevant event
Commission	The Charity Commissioners for England and Wales
Committee	The governing body of the Association
Committee member	A member of the Committee elected by the membership at the first EGM or at an AGM
connected person	Any:- <ul style="list-style-type: none"> • spouse, partner, parent, child, brother, sister, grandparent or grandchild of a Committee member • firm or limited liability partnership of which a Committee member is a member, partner or employee; or • company of which a Committee member is a director, employee or shareholder being beneficially entitled to more than 1 per cent of the share capital
co-opted Committee member	A Committee member appointed by the Committee in accordance with clause 6.4
EGM	A general meeting of the members of the Association which is not an AGM
elected Committee members'	Those Committee members who are elected at the first EGM or an AGM
financial year	The Association's financial year as decided upon by the Committee
first EGM	The first EGM held by the Association at which this Constitution is adopted and the first Committee members and officers are appointed
general meeting	An AGM or EGM
Headteacher	The Headteacher or Principal of the School
independent examiner	Has the meaning prescribed by section 43(3)(a) of the Charities Act 1993
material benefit	A benefit which may not be financial but has a monetary value
member and membership	Refer to membership of the Association
months	Calendar months
Objects	The charitable objects of the Association set out in clause 2
registered charity	A charity whose details are contained in the register of charities maintained by the Commission
taxable trading	Carrying on a trade or business for the principal purpose of raising funds and not for the purpose of actually carrying out the Objects, the profits of which are subject to corporation tax
written/ in writing	Includes fax, email and other forms of electronic communications which the Committee have agreed may be used to serve notices on members
year	Calendar year

15.2. References to an Act of Parliament are references to the Act as amended or re-enacted from time to time and to any subordinate legislation made under it.

The above Constitution was adopted at an EGM of Friends of Rushcombe held at Rushcombe First School, Hanham Road, Corfe Mullen, Wimborne, Dorset BH21 3PX on **5 February 2008**

Signed by the Chair	Signature of Chair
Witnessed by	Name of Chair
	Signature of Witness
	Name and address of witness

	Occupation of witness