

FRIENDS OF REED'S SCHOOL CONSTITUTION

1. ASSOCIATION DETAILS

- 1.1 Type of association: A Parents' Association and one which is an **unincorporated association**
- 1.2 Association name in full: Friends of Reed's School (FORS)
- 1.3 School name in full: Reed's School
School **address**: Sandy Lane, Cobham KT11 2ES
- 1.4 **The committee**
The minimum number of **committee members/trustees**: 5

2. CHARITABLE PURPOSE ('THE OBJECTS')

The objects of the association are to advance the education of pupils in the school in particular by:

- 2.1 Raising funds to provide facilities and/or equipment which supports the school and advances the education and well-being of its pupils
- 2.2 Organising events that bring parents and the wider school community together with the purpose of achieving our objectives
- 2.3 Developing effective relationships between parents, staff, and others associated with Reed's School.

3. POWERS

The **committee members/trustees** have the following powers, which may be exercised only in promoting the **objects** of the charity:

- 3.1 To provide advice
- 3.2 publish or distribute information
- 3.3 To co-operate with other bodies
- 3.4 To raise funds (but not by means of **permanent trading**)
- 3.5 To acquire or hire property or equipment 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 advice from a financial expert 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 **the association's** meetings, activities, **committee members/trustees**, to insure **the association's** property against any foreseeable risk and take out other insurance policies to protect **the association** where required in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011
- 3.10 To employ paid or unpaid agents, staff or advisers
- 3.11 To enter into contracts to provide services to or on behalf of other bodies
- 3.12 To pay the costs of forming **the association**
- 3.13 To obtain and pay for goods and services as are necessary for carrying out the work of the charity
- 3.14 To consult parents on their views
- 3.15 To open and operate bank and other accounts as the **committee members/trustees** consider necessary. The authorised signatories to operate the bank accounts shall be any three **officers of the association.**
- 3.16 The **committee members/trustees** shall not be empowered to borrow any monies on behalf of **the association** without the prior consent of the **members.**
- 3.17 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 **headteacher** and nor shall it become involved in the affairs, or the day to day running, of the school.

4. MEMBERSHIP

Members of **the association** shall consist of:

- 4.1 The parents, guardians or carers of any pupil currently attending the school and any person over the age of 18 wishing to offer appropriate support or help to the school and who is accepted by **the committee** as a **member.**
- 4.2 **Membership** is terminated if:
 - 4.2.1 the **member** dies
 - 4.2.2 the **member** resigns by **written** notice to **the association**
 - 4.2.3 the **committee members/trustees** may for good reason, regardless of whether or not this is at the request of **the board of governors** or the **headteacher**, 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 **the association** 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 21 **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 **General Meeting** of the **association**.
- 5.2 All **General Meetings** 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 **General Meeting** as well as give an overview of the agenda.
- 5.3 No business shall be transacted at any **General Meeting** unless a quorum is present. There is a quorum at a **General Meeting** when the total number of **members** present (including **committee members/trustees**) is at least twice the number of **committee members/trustees** in office at the start of the meeting. The only exception would be at a **General Meeting** where **the association** is being dissolved: see clause 13.
- 5.4 **The Chair** or (if **the Chair** is unable or unwilling to do so) some other **committee member/trustee** elected by those present is in charge of a **General Meeting**.
- 5.5 Except where otherwise provided in this constitution (Dissolution: clause 13), every issue at a **General Meeting** is decided by a simple majority of the votes cast by the **members** present at the meeting.
- 5.6 Except for the person in charge 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.
- 5.7 **The association** must hold a **General Meeting** 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 fifteen **months** may elapse between successive **AGMs**.
- 5.8 At an **AGM** the **members**:
 - 5.8.1 receive the accounts of **the association** for the previous **year**
 - 5.8.2 receive the report of the **committee members/trustees** on **the association's** activities since the previous **AGM**
 - 5.8.3 elect the **officers** and **committee members/trustees**
 - 5.8.4 appoint an **independent examiner** or auditor for **the association** if needed and whose position will be honorary.

- The **independent examiner** or auditor shall not be a member of **the committee**
- 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**
- 5.8.6 discuss and determine any issues of policy or deal with any other business put before them.
- 5.9 A **General Meeting** may also be called for special or extraordinary reasons (called an **Extraordinary General Meeting** or **EGM**). In addition to being called by **committee members/trustees**, these can be called by **members** of **the association**. This requires a request **in writing** to **the committee** from 10 or more **members**. As a result, **the committee** must call an **EGM** (give all **members** of **the association** notice of the **EGM**) within 21 days of the **written** requests being received from **members**. This **EGM** must happen within three **months** of the **written** requests being received.

6. THE COMMITTEE

- 6.1 All members of **the committee** are **charity trustees** and have control of **the association**, its property and funds. **The committee** members are referred to in this document as **committee members/trustees**.
- 6.2 **The committee** shall consist of the following
- 6.2.1 **officers: Chair, Vice-Chair, Secretary, Treasurer** and Common Room Representative.
- 6.2.2 a maximum of 10 other **members**.
- 6.4 **Committee members/trustees** shall be elected at the **AGM** and shall hold office until the next **AGM**.
- 6.5 All **committee members/trustees**, except those who are co-opted, must be **members** of **the association**.
- 6.6 **Committee members/trustees** shall have the power to co-opt **committee members/trustees** at any time, and **co-opted committee members/trustees** shall serve until the date of the next **AGM**.
- 6.6 The number of **co-opted committee members/trustees** must not be more than 50% of the total number of **committee members/trustees**.
- 6.7 Nominations for election to **the committee** may be made by any **member** of **the association** and seconded by another. Such nominations must have the consent of the nominee. Nominations should be made **in writing** to **the Chair** at any time until the election process has been completed. If no nominations or an insufficient number are received before the **AGM**, any **members** present may nominate a person, with their consent, and that person may be appointed by a majority vote of those present.

- 6.8 A **committee member/trustee** (whether elected or co-opted) automatically ceases to be a **committee member/trustee** if he or she:
- 6.8.1 is disqualified under section 178 of the Charities Act 2011, or any substantial re-enactment, from acting as a **charity trustee**
 - 6.8.2 in the **written** opinion, given to the charity, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a **committee member/trustee** and may remain so for more than three **months**
 - 6.8.3 is absent from three consecutive meetings of **the committee** without prior notification to the **Secretary** and the **committee members/trustees** resolve that his or her office be vacated
 - 6.8.4 ceases to be a **member of the association**
 - 6.8.5 resigns by **written** notice to **the committee** but only if at least two **committee members/trustees** remain in office
 - 6.8.6 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 21 **clear days**, and the matter has been considered in light of any representations made.
- 6.9 All **committee members/trustees** shall be entitled to reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in the administration of the association.
- 6.10 A retiring **committee member/trustee** is entitled to an indemnity from the continuing **committee members/trustees** at the expense of **the association** in respect of any liabilities properly incurred while he or she held office.
- 6.11 A technical defect in the appointment of a **committee member/trustee** of which **the committee** is unaware at the time does not invalidate decisions taken at a meeting.

7. COMMITTEE MEETINGS

- 7.1 **The committee** must hold at least three meetings every **year**.
- 7.2 A quorum at a meeting of **the committee** is 50 per cent, rounded up to the nearest whole number, of the total number of **the committee** members and which must include at least two **officers**. This applies where there are three or more members of **the committee** in post. Where there are only two, 100% attendance is required to be quorate

to prevent a single individual having the power to make decisions on behalf of **the association**.

- 7.3 **The Chair** or, if **the Chair** is unable or unwilling to do so, some other **committee member/trustee** chosen by the **members** present, is in charge at each meeting of **the committee**.
- 7.4 At any meeting of **the committee** all decisions may be made by a simple majority of the votes cast. A resolution which is **in writing** and signed by all **committee members/trustees** 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 person in charge of the meeting, who has a second or casting vote, every **committee member/trustee** has one vote on each issue. Any non-**committee members/trustees** present do not count towards the quorum and do not have a vote.
- 7.6 The quorum must be maintained throughout the meeting in order to effectively transact business.

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 include a **committee member/trustee**. All sub-committee proceedings must be promptly reported 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 management of funds.

9. PROPERTY & FUNDS

- 9.1 The property and funds of **the association** must only be used to fulfil **the objects** (see clause 2).
- 9.2 All funds raised, shall be applied in accordance with **the objects** (see clause 2), after consultation with the **headteacher** with the exception of expenditure Officers deem necessary for the smooth running of the Committee.
- 9.3 **Committee members/trustees** can enter into contracts with **the association** for the provision of goods and services to **the association** (but not contracts of employment with **the association** except with the prior written consent of **the Charity Commission**) provided that:

- 9.3.1 the maximum amount is set out **in writing** and is reasonable for the services provided
- 9.3.2 the **committee members/trustees** are satisfied that the agreement is in the interests of the charity before entering into it
- 9.3.3 the total number of **committee members/trustees** entitled to such remuneration is in the minority from time to time.
- 9.4 Whenever a **committee member/trustee** has a personal interest in a matter to be discussed at a meeting, the **committee member/trustee** must:
 - 9.4.1 declare an interest before discussion begins on the matter
 - 9.4.2 withdraw 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
 - 9.4.4 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 2011 or any substantial re-enactment as to the keeping of financial records, the audit or independent examination of accounts and the preparation and transmission to **the Charity Commission** of:
 - 10.1.1 annual reports
 - 10.1.2 annual returns
 - 10.1.3 annual statements of account.
- 10.2 **The committee** must keep proper records of:
 - 10.2.1 all proceedings at **General Meetings**
 - 10.2.2 all proceedings at meetings of **the committee**
 - 10.2.3 all reports of sub-committees.
- 10.3 Annual reports and statements of account relating to **the association** must be made available for inspection by any **member of the association**.
- 10.4 **The committee** must notify **the Charity Commission** promptly of any changes to **the association's** entry on the Register of Charities.

11. NOTICES

- 11.1 Notice of any **General Meeting of the association** may be sent by hand, by post, by suitable electronic communication (email) or in any newsletter distributed by the school or **the association** 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/trustees** are unaware of at the time does not invalidate decisions taken at a **General Meeting**.

12. AMENDMENTS

This Constitution may be amended at a **General Meeting of the association** by a three-quarters 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 charitable purpose (**the objects**) (see clause 2) or destroy the charitable status of **the association** and no amendment may be made to clause 9 without the prior written consent of **the Charity Commission**
- 12.3 A copy of any resolution amending the constitution must be sent to **the Charity Commission** within 21 days of it being passed.

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 three-quarters 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 will be given to The Andrew Reed Foundation.
- 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 members/trustees** must notify **the Charity Commission** promptly that **the association** has been dissolved. The **committee members/trustees** must comply with any request from **the Charity Commission** including providing **the association's** final accounts.

14. GLOSSARY OF TERMS

- 14.1 In this constitution:

- **address:** means a postal address or, for the purposes of electronic communication, i.e., an email address, a fax number or a text message number in each case registered with the charity
- **AGM:** means an Annual General Meeting of the **members of the association**
- **the association:** means the charity comprised in this constitution
- **the Chair:** means the **officer** who is Chair of **the association** elected at the **AGM** and who helps plan and run **members'** meetings, takes the lead on ensuring that meetings are properly run and recorded, that trustees comply with their duties and the charity is well governed
- **charity trustee:** has the meaning prescribed by section 177 of the Charities Act 2011 or any substantial re-enactment
- **clear day:** means 24 hours from midnight following the triggering event
- **the Charity Commission:** means the Charity Commission for England and Wales: www.gov.uk/government/organisations/charity-commission
- **the committee:** is the governing body of **the association** and includes all elected and **co-opted committee members/trustees**
- **committee member/trustee:** means a member of **the committee** elected at the **AGM** by the **membership**
- **co-opted committee member/trustee:** means a member of **the committee** appointed by **the committee members/trustees** in accordance with clause 6
- **EGM:** means an Extraordinary General Meeting of the **members of the association** and which is not an **AGM**
- **year:** 1 September to 31 August

- **fundamental change:** means a change that would not have been within the reasonable contemplation of a person making a donation to **the association**
- **General Meetings:** means any **AGM** or **EGM** (see above)
- **board of governors:** means the governing body of the school
- **headmaster:** means the headmaster of the school
- **independent examiner:** has the meaning prescribed by section 145(1)(a) of the Charities Act 2011 or any substantial re-enactment
- **member and membership:** refer to members of **the association** as set out in clause 4
- **months:** means calendar months
- **the objects:** means the charitable purpose of **the association** set out in clause 2
- **officer:** means the five **committee member/trustees** who are the first to be elected at an **AGM** and who are elected to the positions of **Chair, Vice-Chair, Secretary, Treasurer** and Common Room Representative
- **permanent trading:** means carrying on a trade or business on a continuing basis for the principal purpose of raising funds and not for the purpose of actually carrying out **the objects**
- **Secretary:** the **officer** who calls, administers and minutes meetings
- **Treasurer:** the **officer** who takes the lead on making sure the charity keeps proper accounts, reviews the charity's financial performance, draws up or reviews policies for finance and investment, ensures that the charity has robust and effective financial controls in place, liaises with the charity's independent examiner and reports on financial matters to the members

- **written or in writing:** refers to a legible document on paper including an electronic communication (email) or a fax message where the **member** or **co-opted committee member/trustee** has agreed to receipt of notices by electronic means
- **unincorporated association:** an 'unincorporated association' is an organisation set up through an agreement between a group of people who come together for a reason other than to make a profit, e.g., a voluntary group or a sports club. Individual members are personally responsible for any debts and contractual obligations.

14.2 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.

ADOPTED AT A MEETING HELD AT (Place)

.....

ON (Date)

.....

NAME

.....

OCCUPATION

.....

SIGNATURE

.....

(Name and signature of Chair of meeting)

WITNESS NAME

.....

ADDRESS

.....

OCCUPATION

.....

SIGNATURE

.....

(Name, address, occupation and signature of witness)