# Friends of Stoke Row School Constitution

1. ASSOCIATION NAME: Friends of Stoke Row School (FOSRS)

   ADDRESS: Stoke Row School, Stoke Row, Henley on Thames, Oxfordshire, RG9 5QS

   1.1. TYPE OF ASSOCIATION: Friends of the School

   1.2. SCHOOL NAME: Stoke Row C.E. School

   ADDRESS: Stoke Row, Henley on Thames, Oxfordshire, RG9 5QS

   1.3. THE COMMITTEE

   Officers: the Chair, the Secretary, the Treasurer; Other officers: 1; Number of Ordinary Committee Members: 1; Number of possible Co-opted Committee Members: 1

2. OBJECTS

   The object of the Association ("the Objects") is 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;

   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 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 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 breach of duty (unless the member concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty)

   3.11. Subject to clause 9.2, to employ paid or unpaid agents, staffer 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

   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. in a Parents Association the parents guardians or carers of a pupil currently attending the School

4.2. in a Parent-Teacher Association or Home-School Association the above plus the members of the teaching and non-teaching staff currently employed by the School.

4.3. in any other Association 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) exclude any person from membership 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 (but only after notifying the member concerned in writing and considering the matter in the light of any written 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 a least ***twice*** times the number of Committee Members in office at the commencement of the meeting

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

5.8.6. discuss and 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

6.1.1. 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.

6.1.2. The number of co-opted Committee Members (who need not necessarily be members of the Association) shall not exceed 50% of the number of ordinary committee members.

6.2. The Committee shall be elected at the AGM and shall hold office until the next AGM but the co-opted Committee members may be co-opted by the Committee at any time and shall hold office until the next AGM.

**6.3.** Nominations for election to the Committee may be made by one member seconded by another. Such nomination 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.

**6.4.** A Committee member automatically ceases to be a member of the Committee if he or she:

**6.4.1.** is disqualified under the Charities Act 1993 from acting as a charity trustee

**6.4.2.** is incapable, whether mentally or physically, of managing his or her own affairs

**6.4.3.** is absent from three consecutive meetings of the Committee

**6.4.4.** ceases to be a member of the Association

**6.4.5.** resigns by written notice to the Committee (but only if at least two Committee members will remain in office)

**6.4.6.** 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

**6.5.** 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

**6.6.** 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

**6.7.** ***Term of Office:*** The maximum term of office for Parents, Guardians or Carers serving on the Committee is two consecutive years, except if no replacement can be found at the time that the term of office has been reached, in which case the Committee member can continue to serve until an appropriate replacement is found. If a trustee is appointed to fill a mid-term vacancy, the term of office will run to the time that the trustee who is replaced would have retired.

The term of office does not apply to any teachers or School staff who are serving on the Committee.

Parents who have served as Committee members previously may join the Committee again in future years.

**7.** COMMITTEE MEETINGS

**7.1.** The Committee must hold at least one meeting per term

**7.2.** A quorum at a Committee meeting is 50% of the total current membership of the Committee members

**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 issue may be determined by a simple majority of the votes cast at a Committee meeting but a resolution which 's in writing and signed by all members of the Committee 's as valid as a resolution passed at a meeting and for this purpose 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

**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)

**9.** PROPERTY & FUNDS

**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) and 9.2.3 (fees)

**9.2.2.** reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in the administration of the Association

**9.2.3.** in the case of an individual member, charitable benefits in his or her capacity as a beneficiary subject to compliance with clause 9.3

**9.3.** Whenever a Committee member has a personal interest in a matter to be discussed at a Committee meeting, the Committee member must

**9.3.1.** declare an interest before discussion begins on the matter

**9.3.2.** withdraw from that part of the meeting unless expressly invited to remain in order to provide information

**9.3.3.** not be counted in the quorum for that part of the meeting

**9.3.4.** 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 1993 as to the keeping of financial records, the audit or independent examination of accounts and the preparation and transmission to the 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 Committee meetings

**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

**11.** NOTICES

**11.1.** Notices under this Constitution may be sent by hand, or by post or by suitable electronic means or in any newsletter distributed by the Association. 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 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

**13.** DISSOLUTION

**13.1.** The Association may be dissolved by a resolution presented at an EGM called for this purpose. The resolution must have the assent of two thirds of those present and voting. Such resolution may give instructions for the disposal of any assets remaining after satisfying any outstanding debts and liabilities.

**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, or in the event of the School closing to such other neighbouring school or schools the Committee shall decide

**13.3.** If effect cannot be given to this provision then the assets can be given to some other charitable purpose.

**14.** INTERPRETATION

In this Constitution:

**14.1.** '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 chair of the Association elected at the AGM

'charity trustees' has the meaning prescribed by section 97(1) of the Charities Act 1993

'clear day' means 24 hours from midnight following the triggering event

'the Commission' means the Charity Commissioners for England and Wales

'the Committee' is the governing body of the Association

'co-opted Committee member' means a member of the Committee appointed by the members of the Committee in accordance with clause 6

'EGM' means a general meeting of the members of the Association which is not an AGM

'fundamental change' means such a change as would not have been within the reasonable contemplation of a person making a donation to the Association

'general meetings' means any AGM or EGM

'Governing Body' means the governing body of the School

'Headteacher' means 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' means a benefit which may not be financial but has a monetary value

'member' and 'membership' refer to members of the Association

'months' means calendar months

'the Objects' means the charitable objects of the Association set out in clause 2

'taxable 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

'written' or 'in writing' refers to a legible document on paper including a fax message

'year' means calendar year

**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 Stoke Row School ON 18 March 2004

NAME Catherine Clarke (Chairman)

WITNESSED Karen Sparks

The original signed and witnessed copy of this constitution is held by the committee secretary.