

07 OCTOBER 2021



STOWUPLAND
FRIENDS
OF FREEMAN
CONSTITUTION

STOWUPLAND FRIENDS OF FREEMAN
REGISTERED CHARITY IN ENGLAND AND WALES: 1001784

1) AIMS AND OBJECTIVES

- 1.1 The aims and objectives of the association is to advance the education of the pupils at *Freeman Community Primary School* by providing and assisting in the provision of facilities not required to be provided by the local education authority for education at the school, through developing effective relationships between the staff, parents and others associated with the school.

2) POWERS

- 2.1 The Association has the following powers, which may be exercised only in promoting the objectives:
 - 2.2 provide advice
 - 2.2.a publish or distribute information
 - 2.2.b cooperate with other bodies
 - 2.2.c raise funds (but not by means of taxable trading)
 - 2.2.d acquire or hire property of any kind
 - 2.2.e make grants or loans of money and give guarantees
 - 2.2.f set aside funds for special purposes or as reserves against future expenditure
 - 2.2.g deposit or invest funds in any lawful manner
 - 2.2.h take out public liability and personal accident insurance to cover Association meetings, activities, Trustees/Officers and Committee Members to ensure the Association's property against any foreseeable risk and to take out other insurance policies to protect the Association where required
 - 2.2.i do anything else within the law which promotes the objectives.

3) MEMBERSHIP

- 3.1 Unregistered Association Members are:
 - 3.1.a parents, guardians, or carers of a pupil currently attending the school
 - 3.1.b members of teaching and non-teaching staff of the school
 - 3.1.c any other person wishing to offer appropriate support or help and who is accepted by the Committee as an Unregistered Association Member.
- 3.2 Registered Association Members are:
 - 3.2.a Any Unregistered Association Member that has explicitly agreed to receive written communications from the Committee regarding Committee Meetings and General Meetings.
- 3.3 The President of the Association shall be the Head Teacher of the school and shall be ex-officio Committee Member not required to offer themselves for re-election by General Meeting.
- 3.4 The President may veto any membership at any time.
- 3.5 Trustees may be removed from office at an Extraordinary General Meeting (EGM) of the Association called for this purpose by a majority of 2/3 of those present.

4) GENERAL MEETINGS

- 4.1 All Association Members (including Unregistered) are entitled to attend any Annual General Meeting (AGM) or Extraordinary General Meeting (EGM) of the Association.
- 4.2 General Meetings are called by 21 clear days' written notice to the Registered Association Members specifying the business to be transacted.
- 4.3 There is a quorum at a General Meeting if the number of Association Members present is at least two times the number of Officers present (Officers are Chair, Secretary and Treasurer). This is not applied in the situation of dissolution.
- 4.4 The Chair (or if the Chair is unwilling or unable to do so, some other member elected by those present) presides at a General Meeting.
- 4.5 Every issue at a General Meeting is determined by a simple majority of the votes cast by the members present.
- 4.6 Except for the Chair of the General Meeting, who has a second, or casting vote, every Association Member present is entitled to one vote on every issue.
- 4.7 An AGM must be held in every year.
- 4.8 At an AGM, the members:
 - 4.8.a receive the accounts of the Association for the previous financial year
 - 4.8.b receive the report of the committee on the Association's activities since the previous AGM
 - 4.8.c elect the Committee
 - 4.8.d discuss and determine any issues of policy or deal with any other business put before them.
- 4.9 An EGM shall be convened
 - 4.9.a As an outcome of any Committee Meeting or General Meeting.
 - 4.9.b Where a General Meeting is scheduled, but there are not enough Association Members present for a quorum.
 - 4.9.c At the request of the Association Members, in writing, addressed to the Secretary and stating the business to be transacted. 21 days' notice must be given to the Committee of any such meeting. The meeting shall be held within 28 school term days of the request being received by the Secretary. A request is acceptable when submitted by:
 - 4.9.c.1 50% of Registered Association Members, or
 - 4.9.c.2 Any combination of 100, or more, Unregistered and/or Registered Association Members (Unregistered Association Membership to be validated by the school)

5) COMMITTEE

- 5.1 The Committee have control of the Association and its property and funds.
- 5.2 The Committee, when complete, shall comprise of:
 - 5.2.a Officers (Trustees with specific roles): Chair, Secretary and Treasurer
 - 5.2.b School Representatives: The Head Teacher and at least one other member of staff.
- 5.3 Additional Trustees may be elected to form part of the Committee without a specific Officer role where this is necessary to support the running the Association.
- 5.4 Other Association Members or persons may be invited to attend Committee Meetings.

- 5.5 The Committee shall be elected at the AGM and shall hold office until the next AGM.
- 5.6 Nominations for election to the Committee may be made by one member, seconded by another. Such nomination must have the consent of the nominee.
- 5.7 The Committee shall have the power to co-opt replacement members if a vacancy arises to either the Committee or any sub-committee.
- 5.8 The Committee, except the President, retire at the Annual General Meeting (AGM) immediately prior to the election of the Officers and Committee Members but may offer themselves for re-election if still eligible as Association Members.
- 5.9 In the event of there being more nominations than vacancies for any post a ballot will be held at the Annual General Meeting (AGM) or a subsequent Extraordinary General Meeting, the elected persons being the candidate(s) with the most votes.

6) COMMITTEE MEETINGS

- 6.1 The Committee must hold at least one meeting per term.
- 6.2 There is a quorum at a Committee Meeting if the number of Committee Members present is at least one third of the total Committee Members plus one rounded down. Where there are less than two total Committee Members, all Committee Members must be present.
- 6.3 The Chair (or if the Chair is unable or unwilling to do so), some other Committee Member, chosen by the members present, presides at each Committee Meeting.
- 6.4 Every issue may be determined by a simple majority of the votes cast by the Committee Members.
- 6.5 Except for the Chair of the meeting, who has a second or casting vote, every Committee Member has one vote on each issue.

7) POWERS OF THE COMMITTEE

- 7.1 The Committee have the following powers in the administration of the Association:
 - 7.1.a Delegate any of their functions to the sub-committees consisting of two or more persons appointed by them (but at least one of every sub-committee must be a Committee member and all proceedings of sub-committees must be reported promptly to the Committee).
 - 7.1.b 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) PROPERTY AND FUNDS

- 8.1 The property and funds of the Association must be used only for promoting the objectives.
- 8.2 No Committee member may receive any payment of money, or any other material benefit (whether direct or indirect) from the Association except reimbursement of out of pocket expenses actually incurred in the administration of the Association. This is limited to a maximum of £25 unless authorised by the Committee, Chair or Treasurer. In this case, this request should be sent by email to the Chair or Treasurer for audit trail purposes.
- 8.3 Whenever a Committee Member has a pecuniary interest in a matter to be discussed at a Committee Meeting or General Meeting the Committee member must:
 - 8.3.a declare an interest before discussion begins on that matter

- 8.3.b withdraw from that part of the meeting unless expressly invited to remain in order to provide information
- 8.3.c withdraw during the vote and have no vote on the matter.

9) RECORDS AND ACCOUNTS

- 9.1 The Committee must keep proper records of:
 - 9.1.a annual reports
 - 9.1.b annual returns
 - 9.1.c annual statements of account
 - 9.1.d all proceedings at General Meetings
 - 9.1.e all proceedings at Committee Meetings
 - 9.1.f all reports of sub-committees.
- 9.2 Annual reports and statements of account relating to the Association must be made available for inspection by any Association Member.

10) NOTICES

- 10.1 Notices under this constitution may be sent by hand, by post, by suitable electronic communication or in any newsletter distributed to parents, guardians and carers via their children with or without other communications from the school.
- 10.2 A technical defect in the giving of notice of which the Association Members of the Committee are unaware at the time does not invalidate decisions taken at the meeting.

11) AMENDMENTS

- 11.1 This constitution may be amended at a General Meeting by 2/3 majority of votes cast but the Association Members must be given 21 clear days' notice of the proposed amendments.
- 11.2 No amendment is valid if it would make a fundamental change to the objectives.

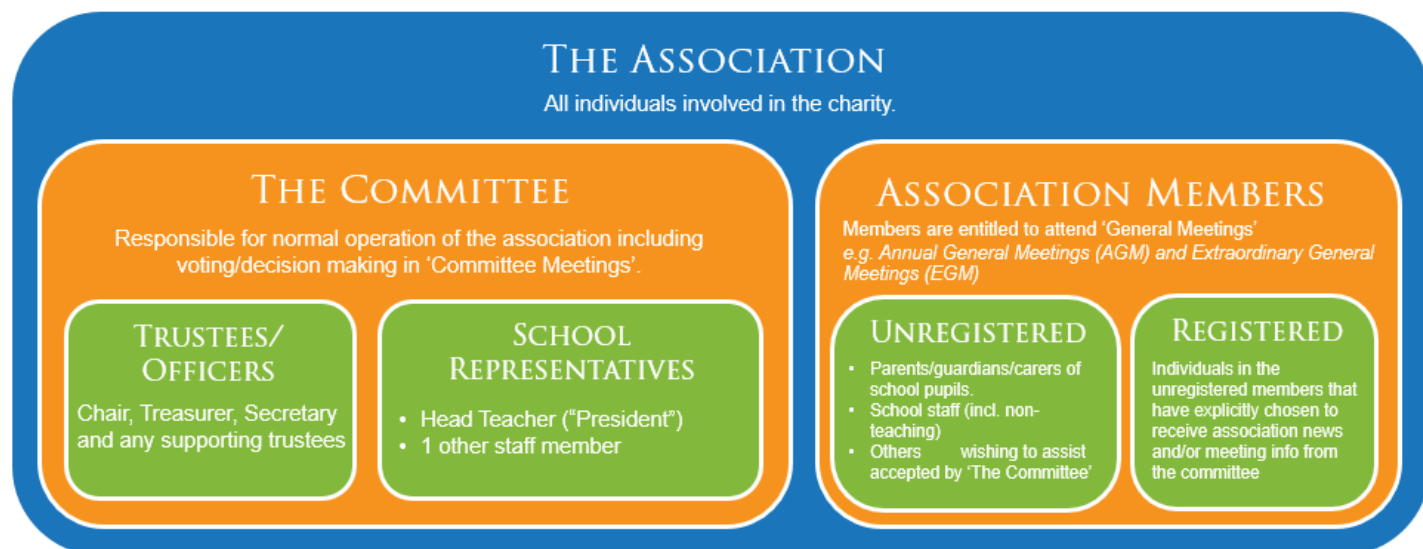
12) DISSOLUTION

- 12.1 The Association may be dissolved by a resolution present at an Extraordinary General Meeting (EGM) called for this purpose. The resolution must have the ascent of 2/3 of those present and voting.
- 12.2 The net assets shall not be distributed among the Association Members but will be given to the school (or in the event of the school closing to such other neighbouring school/s the committee shall decide). If effect cannot be given to this provision, then the assets can be given to some other charitable purpose.

13) ADOPTION

- 13.1 This constitution was adopted by the association on 13th October 2020.

14) ASSOCIATION STRUCTURE



15) CHANGE LOG

Oct 2017	Most recent version when Amendments section added.
Oct 2020	<ul style="list-style-type: none"> • Item numbering corrected (previously inconsistent). • Change Log added to for ongoing monitoring. • Replaced school logo with charity logo. • Included registered charity number in footer. • Standardised capitalisation for notable terms: Association Members, Committee Members, General Meeting etc. • Used full terms such as "Committee Members" or "Association Members" instead of "Members" used for clarity. • Removed mentions of "in person" to support virtual meetings when suitable/necessary. • Distinguished between "Unregistered" (automatic) and "Registered" Association Members. • Ensured any elected Trustee (not just Officers) can be removed by Association Members at an EGM. • Added quorum definition for Committee Meetings. • Added additional ways an Extraordinary General Meeting can be called (A) by Committee (B) Where a General Meeting does not have a quorum. • Added Association Structure chart to help visualise terms used in Constitution. • Adjusted the requirements for how Association Members can call an EGM, the old 30% threshold is impossible for the Association to determine as <i>all</i> parents being Association Members despite not needing to register directly with the Association. This is now a set number of Unregistered Associated Members (which can be validated by the school) or a % of Registered Association Members (which can be validated by the Committee). • Specified 'Trustees' (registered with Charity Commission) and 'Officers' (Trustees with formalised roles/titles). • Formalised ability to add Trustees without a defined 'Officer' role to assist Officers.
Oct 2021	<ul style="list-style-type: none"> • Association agreed to change registered charity name from 'The Freeman C.P School Parent/Staff Association' to 'Stowupland Friends of Freeman'. Charity Commission consider this a change to Governing Document so logged here. No other changes to Constitution.