

St. Mary's Church of England Primary School, Putney, London SW15 1BA

Constitution of the Friends Association¹

1. The name of the Association

The name of the Association shall be "Friends of St. Mary's School" (FoSMS).

2. The Objects of the Association

The objects of the Association shall be to advance the education (including sporting activities) of the pupils of St. Mary's Primary School, Putney, by providing and assisting in the provision of the facilities for Education, including Religious Education, not otherwise provided for by the Local Educational Authority. As an ancillary thereto and in furtherance of this object, the Association may –

- a. Foster relationships between Parents, Governors, School Staff and others associated with the school.
- b. Engage in the activities, which support and advance the education, including Religious Education, of the pupils attending the school.

3. Powers

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

- To provide advice
- To publish or distribute information
- To co-operate with other bodies
- To raise funds (but not by means of permanent trading)
- To acquire or hire property of any kind
- To set aside funds for special purposes or as reserves against future expenditure
- 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)
- To take out public liability insurance to cover the Association meetings, activities, committee members/trustees, to insure the Association's property against foreseeable risk and to take out other insurance policies to protect the Association where required
- To employ paid or unpaid agents, staff or advisers (e.g. auditors)
- To pay the cost of forming the Association
- To obtain and pay for goods and services as are necessary for the carrying out of the work of the charity
- To open and operate bank and other accounts as the committee members/trustees consider necessary

- To do anything else within the law that promotes the Objects

BUT the Committee shall not undertake any activity in the school without the consent of the Head Teacher.

4. Management

The management and control of the Association shall be vested in a committee, which shall consist of the following –

- The Chair (a parent elected at the AGM)
- The Treasurer (a parent elected at the AGM)
- The Secretary (a parent elected at the AGM)
- Early Years Representative (a parent elected at the AGM)
- KS1 Representative (a parent elected at the AGM)
- KS2 Representative (a parent elected at the AGM)
- A Governor nominated by the Chair of Governors (ex-officio)

'Parent' means 'persons who hold parental responsibility for a child currently on the roll at St. Mary's School, Putney'.

Where a position is vacant and remains unfilled following the AGM, a person may be elected to the Committee at any time during the year by a simple committee majority vote of existing Committee Members. During the period that a position is vacant, an existing Member of the Committee may cover the duties of that role.

The Committee shall meet no less than once per term. Members of the Committee may, with the permission of the Chair, invite others to join the meeting, but only those elected to the above positions are entitled to vote on matters arising.

Where no Chair has been elected at the AGM, or if the Chair is unable to fulfil their role due to incapacity, the Head Teacher will take over as the Chair until a suitable replacement can be found.

Where no Treasurer has been elected at the AGM, or if the Treasurer is unable to fulfil their role due to incapacity, the School Business Manager will take over as the Treasurer until a suitable replacement can be found.

In the absence of a Chair or Treasurer, or in the absence of a suitable replacement being found, the Head Teacher may halt the activities of the Association, until such time as a suitable replacement is found.

All Committee members are elected for a period of one year. All Committee members may only serve a 3-year term and must retire by rotation. A Committee member may continue in their role for a fourth (or more) year only if no other nominations are received for that position at the AGM and if 75% of the Committee agree by vote.

However, a Committee member who has served in a particular role for 3 years (or more) is permitted to be re-elected to the Committee in a different role.

For the purposes of calculating a Committee member's term of service, the year 2020-21 shall be disregarded, on the grounds that the Association was not active due to restrictions

imposed during the Covid-19 pandemic.

The appointed Governor may, at the discretion of the Chair of Governors, be an existing Member of the Committee.

5. Eligibility

“Parents” are persons who hold parental responsibility for a child currently on the roll at St. Mary’s School, Putney. “Staff” are members of staff employed at the school.

Membership of the Association is open to –

- a. Members of the School Governors
- b. Members of the Parish Staff
- c. Parents of pupils in all years
- d. Members of the Staff of the School
- e. Ex-Pupils and parents of ex-pupils of the School
- f. Friends who support the objectives of the Association

Membership is terminated if the member dies or if the member resigns by written notice to the Association. The Committee Members may for good reason, regardless of whether or not this is at the request of the Governing Body or 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 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 14 clear days, and the matter has been considered in light of any representations made.

6. General Meetings (Annual, Extraordinary and Special)

All members may attend and speak at General Meetings, but only those in category 5(c) are eligible to vote at FoSMS General Meetings.

All members must have at least 21 clear days’ notice of a General Meeting and at least seven clear days’ notice of the agenda.

The notice should specify the date, time and location of the General Meeting and may be sent by hand, by post, by suitable electronic communication (email) or in any newsletter distributed by 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. The address at which the Member is entitled to receive notices (if sent by post) is the last known address of the Member.

At a General Meeting the Chair shall be taken by the Chair, or in their absence by the Secretary.

At the Annual General Meeting (AGM), the Chair shall be taken by the incumbent Secretary, whose first order of business shall be to elect a Chair. In the absence of a Secretary, or if no Chair is elected, the meeting shall be presided over by the Head Teacher.

Except where otherwise provided in this Constitution, every issue at a General Meeting is decided by a simple majority of the votes cast by the eligible Members present at the meeting.

Except the Chair of the meeting, who has a second or casting vote where a vote is equally divided (tied), every eligible member present is entitled to one vote on every issue.

The Annual General Meeting of the Association shall take place in the autumn term each year or as soon thereafter as possible.

The business of the meeting shall be –

- a. To elect a Chair
- b. To receive reports of the various activities conducted during the previous year.
- c. To discuss any matters arising there from.
- d. To receive independently examined or audited accounts for the previous financial year.
- e. To appoint an independent examiner or auditor of the accounts
- f. To elect or re-elect other members to serve on the Committee for the period until the next AGM.
- g. Nominations for the Hon. Vice-President may be submitted by the Committee (these being people the Association wishes to honour).

An Extraordinary General Meeting of the Association shall be convened at the request of not less than thirty members – in writing – to the Secretary of the Association. Such a meeting shall be held within thirty days of the request. A full agenda and motions to be discussed shall be circulated to all the members.

7. The Committee

All members of the committee are trustees of the charity and have control of the Association, its property, funds and spending decisions.

The Committee shall have powers to co-opt members, and appoint any sub-committee, and shall prescribe the function of any appointed sub-committee. Any person so co-opted shall only serve for the period for which the person in whose place he/she is co-opted would have served. A person co-opted to provide cover for a committee member or co-opted to provide a specific function does not take on full committee responsibility or voting rights.

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, the Chair having the casting vote.

A committee member (whether elected or co-opted) automatically ceases to be a committee member if he or she –

- a. is disqualified under section 178 Charities Act 2011 (as amended) from acting as a charity trustee
- b. is incapable, whether mentally or physically, of managing his or her own affairs
- c. is absent from three consecutive meetings of the Committee without prior notification to the Secretary
- d. ceases to be a Member of the Association
- e. resigns by written notice to the Committee but only if at least two committee members remain in office
- f. is removed by a resolution passed by a majority of other committee members.

Removal is not effective until the committee 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.

All committee members shall be entitled to reimbursement of out-of-pocket expenses actually incurred in the administration of the Association, providing that such expenses have been approved by the committee in advance of being incurred.

A retiring committee member is entitled to an indemnity from the continuing committee members at the expense of the Association in respect of liabilities properly incurred while he or she held office.

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.

8. First Committee Meeting after the AGM

At the first Committee Meeting after the AGM activities for the ensuing year should be discussed including in year and future years strategic priorities and proposed expenditure.

9. Committee Meetings

Committee meetings shall be held at least once per term and at times as the Committee shall direct.

Five members of the Committee shall constitute a quorum.

The Chair or, if the Chair is unable or unwilling to do so, the Secretary is in charge at each Committee meeting.

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.

Except for the Chair of the meeting, who has a second or casting vote, every committee member has one vote on each issue. Only elected Committee members may vote at Committee Meetings.

10. Powers of Committee

The Committee has the power to delegate functions of the Committee and Sub Committees. These must consist of two or more persons appointed by the Committee. All sub-committee proceedings must be promptly reported to the main Committee.

The Committee has the power 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.

11. Property and Funds

The property of the Association must only be used only to fulfil the Objects.

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 of 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.

12. Records and Accounts

The Committee must comply with the requirements of the Charities Act 2011 (as amended) by the Charities Act 2006 as to the keeping of financial records, the audit or independent examination of accounts and the preparation and transmission to the Charity Commission of:-

- a. annual reports
- b. annual returns
- c. annual statements of accounts

The Committee must keep proper records of:-

- a. all proceedings at General meetings
- b. all proceedings at Committee meetings
- c. all reports of sub-committees

Annual reports and statements of accounts relating to the Association must be made available for inspection by any Member of the Association.

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

13. The Constitution

The Committee, whose decision is final, shall deal with any matter not provided for in the Constitution. Revision of the Constitution shall be in accordance with Clause 16.

14. Conduct of Meetings

The conduct of the AGM and of Committee meetings shall be in accordance with the Schedule appended.

15. Education

The Head Teacher shall have the ultimate decision on all educational matters. This includes the final decision on how FoSMS funds are spent in the school.

16. Amendment to the Constitution

“These clauses other than clause 2, clause 18 or this clause may be varied, deleted or added to by a resolution passed by a two thirds majority of the members of the Association present and entitled to vote in person at a Special General Meeting convened for that purpose and of which notice has been served upon every member of the Association or his last known address in the United Kingdom; provided no variation, deletions or additions shall be made at any time to this constitution so as to cause the Association to cease to be a charity in Law”.

17. Dissolution

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.

The trustees must notify the Charity Commission promptly that the Association is dissolved. The Trustees must comply with any request from the Commission including providing the Association’s final accounts.

18. Assets

Any assets remaining on dissolution of the Association, after satisfying any outstanding debts and liabilities shall not be distributed amongst the members of the Association but shall be given to the School for the benefit of the Children of the School in any manner which is exclusively charitable at Law.

St. Mary's CE School, Putney

Constitution for the Friends Association

SCHEDULE OF RULES

- a. The Committee shall be given at least 21 days' clear notice of a meeting and at least 7 days' clear notice of the agenda.
- b. Items not on the Agenda may be raised and discussed at any meeting under "Any other business" at the discretion of the Chair. No item may be voted upon unless this is agreed by not less than 75% of the members present.
- c. Committee meetings will be held at, or in close proximity to, the school.
- d. The Secretary shall be responsible for the convening and advising of Meetings, the provision and circulation of the Agenda, and the recording and provision of the minutes of the Meetings.
- e. The Schedule of Standing Orders for the AGM and Committee Meetings shall be left out of the Constitution, as at present; but shall be capable of modification as necessary by agreement between the existing Association Committee Members. Any such alterations are to be ratified by the Governors at their next meeting.

St. Mary's CE School, Putney

Appendix for the Parents Association

TERMS of REFERENCE

These Terms of Reference do not form part of the Constitution, but provide guidance to the Committee in executing their Roles and Responsibilities. These Terms of Reference may be updated from time to time as seen fit without the need for a Special General Meeting to approve any changes.

- a. The primary focus of FoSMS is to raise additional funds to support St. Mary's School, Putney. While FoSMS raises the funds, it is the school's responsibility to spend those funds in a way that supports and promotes the education of the children (academic and sporting) and reflects the wishes of the parent body.
- b. The Head Teacher will, at the first FoSMS Committee Meeting following the AGM, produce a 'wish list' of expenditure for the forthcoming academic year. This wish list will be agreed with the Association Committee.
- c. The roles of the FoSMS Committee shall include:
 - a. Chair
 - i. To set the agenda for all meetings
 - ii. To ensure that the agendas are adequately communicated to all parties
 - iii. To agree on a calendar of events with the Head Teacher
 - iv. To ensure that all events are adequately resourced
 - v. To take overall responsibility for the running of FoSMS
 - b. Treasurer
 - i. To ensure the management of the finances of FoSMS
 - ii. To liaise with external auditors
 - iii. To ensure that there are adequate checks and controls to safeguard the assets of FoSMS
 - c. Secretary
 - i. To take minutes of meetings and ensure these are communicated to all interested parties
 - d. EYSF / KS1 / KS2 Representatives
 - i. To consider the needs of the children, as well as their parents / carers & guardians in all of FoSMS matters
 - ii. To ensure that the interests of each year group of the school is considered in all FoSMS activities
 - e. Governor
 - i. To consider all of FoSMS activities and conduct from a perspective of the Governing Body and to intervene where deemed necessary

In addition to the roles listed above, a member of the Committee will take responsibility for:

- f. Membership
 - i. To maintain the FoSMS database to ensure integrity of the data
 - ii. To manage communications with the FoSMS membership
 - iii. To maintain any website and other means of promoting FoSMS activities
- g. Sports Fund
 - i. To ensure that the Sports Fund (restricted fund in FoSMS) is allocated appropriately in advancing sporting education at St. Mary's School
- h. Sponsorship
 - i. To identify a major sponsor for the (calendar) year to fund FoSMS events
 - ii. To help identify and raise sponsorship on an event level
 - iii. To ensure that no sponsorship 'overlaps' or upsets existing sponsors