

## **Constitution**

### **1 Background**

- 1.1 This document forms the constitution of the association known as The Friends of Stadhampton Primary School (hereafter referred to as "FOSP").
- 1.2 FOSP is established to carry out the objects set out below for the benefit of the pupils of Stadhampton Primary School, Cratlands Close, Stadhampton, Oxon, OX44 7XL (hereafter referred to as "the School").
- 1.3 FOSP will be administered by a committee formed from its members (the "Committee"). The minimum number of committee members will be 5, and of those 5 at least one person must hold the role of Chairperson, at least one person must hold the role of Treasurer, and at least one person must hold the role of Secretary. None of these three named roles may be held by the same person at the same time.

### **2 Purposes**

- 2.1 The objects of FOSP are to advance the education of the pupils in the School, in particular by:
- 2.1.1 assisting in enhancing the learning and development of the children at the School
  - 2.1.2 encouraging closer links between the School, the families of its pupils, and the wider community
  - 2.1.3 supporting the School in enriching the overall learning experience for its pupils
  - 2.1.4 engaging in activities which support the School and its pupils
  - 2.1.5 engaging in activities and raising well-needed funds for these purposes

### **3 Powers**

- 3.1 The Committee has the following powers, which may be exercised only in promoting the objects of FOSP as set out above (the "Objects"):
- 3.1.1 To provide advice
  - 3.1.2 To publish or distribute information
  - 3.1.3 To co-operate with other bodies
  - 3.1.4 To raise funds (but not by means of permanent trading)
  - 3.1.5 To acquire or hire property of any kind
  - 3.1.6 To make grants or loans of money and to give guarantees
  - 3.1.7 To set aside funds for special purposes or as reserves against future expenditure
  - 3.1.8 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)
  - 3.1.9 To take out public liability and personal accident insurance to cover FOSP meetings, activities, Committee members, to insure FOSP's property against any foreseeable risk and take out other insurance policies to protect FOSP where required
  - 3.1.10 To employ paid or unpaid agents, staff or advisers
  - 3.1.11 To enter into contracts to provide services to or on behalf of other bodies
  - 3.1.12 To pay the costs of forming and operating FOSP
  - 3.1.13 To obtain and pay for goods and services as are necessary for carrying out the work of FOSP
  - 3.1.14 To consult parents on their views
  - 3.1.15 To open and operate bank and other accounts as the Committee members consider necessary
  - 3.1.16 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.

### **4 Membership**

- 4.1 All parents/carers/guardians who have pupils at the School are automatically members of FOSP and are welcome to attend all general Committee meetings. All teachers and other staff of the school are also automatically members of

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FOSP for as long as they are engaged by the school, and are welcome to attend all general Committee meetings. Additionally, any other person over the age of 18 wishing to offer appropriate support or help to the School and who has Committee approval can be a member of FOSP, and is therefore welcome to attend all general Committee meetings.

- 4.2 A person's membership of FOSP will cease if:
- 4.2.1 the member resigns by written notice to FOSP
  - 4.2.2 their membership was due to them having a pupil(s) at the School, and they no longer have a pupil at the School
  - 4.2.3 their membership was due to them being a teacher or other staff member at the School, and they are no longer employed by the School
  - 4.2.4 the member passes away
  - 4.2.5 the Committee has for good reason (regardless of whether requested by the governors and/or the Headteacher of the School to do so) excluded the person from membership due to their presence at or support of the School being deemed to be (i) a danger to the School or its pupils or staff or (ii) something which may bring FOSP into disrepute;

and in the case of 4.2.5, the member concerned will first have been notified in writing by the Committee that their membership is suspended pending exclusion and that they will have a period of 14 clear days from the date of the notice to respond to the Committee and make any representations as to why they should not be excluded as a member, and the Committee will thereafter consider any representations made and confirm to the member whether or not they will be excluded from membership.

## **5 General Meetings (Annual and Extraordinary)**

- 5.1 All members of FOSP are entitled to attend any general meetings of FOSP. Meetings can be held physically and/or virtually. A virtual meeting may be held, or virtual attendance at a physical meeting may take place, by suitable electronic means agreed by the Committee members in which each participant can see and hear all other participants. Any meetings held wholly or in part by virtual means must comply with all other rules for the meeting, including chairing, taking of minutes and quorums. Any member who is unable to attend a general meeting is entitled to appoint a proxy to attend and vote on their behalf. Any such proxy must be appointed in writing signed by the member, and their proxy shall count towards the quorum for that meeting.
- 5.2 Subject to the exception set out in paragraph 5.3, all general meetings will be 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. A "clear day" means 24 hours from midnight following the notice being sent.
- 5.3 By exception, a general meeting may be held following a notice period of less than 21 clear days provided that it is made clear in the written notice calling the meeting that (i) the notice period is less than the required 21 days; and (ii) that the meeting may only be held on the date proposed if no objection is raised by any member prior to the proposed date. Any objections to a meeting being held following a notice period of less than 21 days must be made in writing (for which email will suffice) to the Secretary of the Committee. In no event will a general meeting be held with a notice period of less than 3 clear days.
- 5.4 There is a quorum at a general meeting when the total number of members present (including Committee members) is at least 4 more than the number of Committee members in office at the start of the meeting. The only exceptions are at the first general meeting at which FOSP is established, and at the meeting where FOSP is being dissolved: please see paragraph 13.
- 5.5 The Chairperson of the Committee or (if the Chairperson is unable or unwilling to do so) some other Committee member elected by those present is in charge of a general meeting.
- 5.6 Except where otherwise provided in this constitution (Dissolution: paragraph 13), every issue at a general meeting is decided by a simple majority of the votes cast by the members present at the meeting.
- 5.7 Except for the Chairperson 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.

- 5.8 FOSP must hold an annual general meeting ("AGM") within 12 months of the date of the adoption of this constitution. Thereafter, an AGM must be held in each subsequent year and not more than 15 months may elapse between successive AGMs.
- 5.9 At an AGM the members:
- 5.9.1 receive the accounts of FOSP for the previous financial year
  - 5.9.2 receive the report of the Committee members on FOSP's activities since the previous AGM
  - 5.9.3 elect the Committee members for the following year
  - 5.9.4 appoint an independent examiner (as prescribed by s.145(a) of the Charities Act 2011 or any substantial re-enactment thereof) or an auditor for FOSP if this is needed
  - 5.9.5 discuss and determine any issues of policy or deal with any other business put before them
- 5.10 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, these can be called by any members of FOSP. 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 FOSP 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. (This timeframe is intended to make allowances for school holidays.)

## **6 The Committee**

- 6.1 All members of the Committee have control of and are trustees (as per s.177 of the Charities Act 2011 or any substantial re-enactment thereof) of FOSP, its property and funds.
- 6.2 Committee members shall be elected at the AGM and shall hold office until the next AGM.
- 6.3 All Committee members, except those who are co-opted, must be members of FOSP.
- 6.4 The Committee shall have the power to co-opt additional Committee members at any time, and co-opted Committee members shall serve until the date of the next AGM.
- 6.5 The number of co-opted Committee members must not be more than 50% of the total number of Committee members.
- 6.6 Nominations for election to the Committee may be made by any member of FOSP 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 verbally nominate a person, with their consent, and that person may be appointed by a majority vote of those present.
- 6.7 In addition to the required roles of Chairperson, Treasurer and Secretary, the Committee may resolve to put in place additional defined roles in order to ensure an efficient and equal distribution of responsibilities and tasks. Any such roles will be decided by majority vote of the Committee and may be amended from time to time as necessary.
- 6.7 A Committee member (whether elected or co-opted) automatically ceases to be a Committee member if he or she:
- 6.7.1 is disqualified under section 178 of the Charities Act 2011 or any substantial re-enactment from acting as a charity trustee
  - 6.7.2 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 trustee and may remain so for more than three months
  - 6.7.3 is absent from three consecutive meetings of the committee without prior notification to the Secretary
  - 6.7.4 ceases to be a member of FOSP (subject to the exception set out in paragraph 6.8 below)
  - 6.7.5 resigns by written notice to the Committee but only if at least three other Committee members remain in office
  - 6.7.6 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 of the date of the notice, and the matter has been considered in light of any representations made.

- 6.8 In the event that a Committee member ceases to be a member of FOSP by reason of them no longer (i) having a pupil at the School or (ii) being a teacher or other staff member of the School, they will automatically remain as a member of the Committee until the date of the next AGM, at which time they may only be re-elected as a Committee member if they have expressed a wish to continue to offer appropriate support or help to the School and the Committee has given approval to them being a member of FOSP.
- 6.9 All Committee members shall be entitled to reimbursement of reasonable out-of-pocket expenses (including travel costs) actually incurred in the administration of FOSP.
- 6.10 A retiring Committee member is entitled to an indemnity from the continuing Committee members at the expense of FOSP 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 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 academic year. Meetings can be held physically and/or virtually. A virtual meeting may be held, or virtual attendance at a physical meeting may take place, by suitable electronic means agreed by the Committee members in which each participant can see and hear all other participants. Any meetings held wholly or in part by virtual means must comply with all other rules for the meeting, including chairing, taking of minutes and quorums. Any Committee member who is unable to attend a Committee meeting is entitled to appoint a proxy to attend and vote on their behalf. Any such proxy must be appointed in writing signed by the Committee member, and their proxy shall count towards the quorum for that meeting.
- 7.2 A quorum at a Committee meeting is 50 per cent, rounded up to the nearest whole number, of the total number of Committee members.
- 7.3 The Chairperson or, if the Chairperson is unable or unwilling to do so, some other Committee member chosen by the members present is in charge at each committee meeting.
- 7.4 Every decision may be made by a simple majority of the votes cast at a Committee meeting. A resolution which is in writing (including by email) and signed by all Committee members is equally valid. A resolution passed in writing 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 Chairperson of the meeting, who has a second or casting vote, every Committee member has one vote on each issue.

## **8 Powers of the Committee**

- 8.1 The following powers are available to the committee to help run FOSP:
  - 8.1.1 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 be a Committee member. All sub-committee proceedings must be promptly reported to the main Committee
  - 8.1.2 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 FOSP including the operation of bank accounts and the management of funds.

## **9 Property and Funds**

- 9.1 The property and funds of FOSP must only be used to fulfil the Objects (see paragraph 2).
- 9.2 Committee members can enter into contracts with FOSP for the provision of goods and services to FOSP (but not contracts of employment with FOSP except with the prior written consent of the Charity Commission for England and Wales (the "Charity Commission")) provided that:
  - 9.2.1 the maximum amount is set out in writing and is reasonable for the services provided
  - 9.2.2 the Committee members are satisfied that the agreement is in the interests of FOSP before entering into it

9.2.3 the total number of Committee members entitled to such remuneration is in the minority from time to time.

9.3 Whenever a Committee member has a personal interest in a matter to be discussed at a 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 and Compliance**

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 (as necessary) 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 FOSP must be made available for inspection by any member of FOSP.

10.4 If so registered, the Committee must notify the Charity Commission promptly of any changes to FOSP's entry on the Register of Charities.

10.5 The Committee will adhere to applicable safeguarding rules and procedures.

## **11 Notices**

11.1 Any written notice required to be given in accordance with this constitution may be sent by hand, by post, by suitable electronic communication (email) or (if it is a general notice such as that calling a general meeting) in any newsletter or other communication distributed by FOSP and/or the School to FOSP 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 is: (i) if sent by hand or by post, the last known postal address of the member; (ii) if sent by electronic communication can be either the email address and/or text message number notified to FOSP and/or the School.

11.3 The address at which FOSP is entitled to receive notices is (i) if sent by hand or by post, c/o School Office, Stadhampston Primary School, Cratlands Close, Stadhampston, Oxon, OX44 7XL; (ii) if sent by electronic communication, [office.2455@stadhampston.oxon.sch.uk](mailto:office.2455@stadhampston.oxon.sch.uk) with the words 'Notice to FOSP Committee' set out in the subject box.

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

## **12 Amendments**

12.1 This constitution may be amended at a general meeting of FOSP by a two-thirds majority of the votes cast but:

12.1.1 The members must be given 21 clear days' notice of the proposed amendments

12.1.2 No amendment is valid if it would make a fundamental change to the Objects/paragraph 2 or destroy the charitable status of FOSP (if so registered) and no amendment may be made to paragraph 9 without the prior written consent of the Charity Commission (if FOSP is so registered)

12.3 A copy of any resolution amending the constitution must be sent to the Charity Commission (if FOSP is so registered) within 21 days of it being passed.

### 13 Dissolution

13.1 FOSP 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 and must give instructions for the disposal of any assets remaining after paying the outstanding debts and liabilities of FOSP.

13.2 The net assets shall not be distributed among the members of FOSP 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 could be distributed to a neighbouring school or schools as selected by the Committee.

13.3 If it is not possible to dispose of assets as described in paragraph 13.2 then the assets can be given to another charitable cause, as selected by the Committee, provided that the cause is within the Objects of FOSP.

13.4 The Committee members must notify the Charity Commission (if FOSP is so registered) promptly following the dissolution of FOSP. The Committee members must comply with any request from the Charity Commission including providing FOSP's final accounts.

#### ADOPTED AT A MEETING HELD

AT (Place)

Stalhampton Primary  
School

ON (Date)

14 June 2022

NAME (of Chairperson of the meeting)

Samantha Gunning

SIGNATURE (of Chairperson of the meeting)

S Gunning

WITNESS NAME

Geoff Earslaw

ADDRESS

The Priory, Crozet Milton

OCCUPATION

Doctor - medical

SIGNATURE

[Signature]

SLG