

# FRIENDS OF OASIS ACADEMY COULSDON.

## CONSTITUTION.

### 1. Title:

The Association shall be known as the FRIENDS OF OASIS ACADEMY COULSDON (hereinafter called 'The Friends').

Contact address:

Oasis Academy Coulsdon,  
Homefield Road,  
Old Coulsdon,  
Surrey,  
CR5 1ES.

### 2. Objects:

The Objects of The Friends shall be to advance the education of the pupils of Oasis Academy Coulsdon (hereinafter called 'The Academy') by providing and assisting in the provision of facilities for education at The Academy in particular by:

- a. Developing effective relationships between the staff, parents and others associated with the Academy.
- b. Engaging in activities or providing facilities or equipment which support the Academy and advance the education of the pupils attending it.

### 3. Powers:

The Friends have the following powers, which may be exercised only in promoting the Objects:

- a. To provide advice.
- b. To publish or distribute information.
- c. To co-operate with other bodies.
- d. To raise funds (but not by means of taxable trading).
- e. To set aside funds for special purposes or as reserves against future expenditure.
- f. 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 needs of diversification).
- g. To take out public liability and personal accident insurance to cover friends meetings, activities, Officers and Committee Members, to insure The Friends property against any foreseeable risk and take out other insurance policies to protect The Friends where required.
- h. 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).
- i. Subject to 12.c. to employ paid or unpaid agents, staff or advisers.
- j. To enter into contracts to provide services to or on behalf of other bodies.
- k. To pay the costs of forming the Friends.
- l. To do anything else within the law which promotes the Objects.

BUT the Committee shall not undertake any activity in the Academy premises without the consent of the Principal.

#### **4. Politics:**

The Friends shall be non political, except in any matter which would directly affect the Academy.

#### **5. Membership:**

Members of The Friends are:

- a. The parents, guardians or carers of pupils of the Academy.
- b. Members of the teaching and non-teaching staff currently employed by the Academy.
- c. Any person, including parents of past pupils, wishing to offer appropriate support or help to the Academy and who is accepted by the Committee as a member.

BUT the Committee may for good reason (whether at the request of the Academy Council or Principal) exclude any person from membership whose presence at or support of the Academy is deemed to be a danger to the Academy or its pupils or staff or might bring The Friends into disrepute (but only after notifying the member concerned in writing and considering the matter in the light of any representations which the member puts forward within 14 clear days after receiving notice).

#### **6. General Meetings:**

- a. All members are entitled to attend any AGM or EGM of The Friends.
- b. General meetings are called by 14 clear days written notice to the members specifying the business to be transacted.
- c. There is a quorum at a general meeting if the number of members personally present is at least two times the number of Committee Members in office at the commencement of the meeting. This does not apply in the situation of dissolution. See clause 16.
- d. 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.
- e. Except where otherwise provided by this Constitution, every issue at a general meeting is determined by a simple majority of the members present in person.
- f. 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.
- g. 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 Friends).
- h. At an AGM the members:
  1. Receive the accounts of the Friends for the previous financial year.
  2. Receive the report of the Committee on The Friends' activities since the previous AGM.
  3. Elect the Committee.
  4. Appoint an independent examiner or auditor for The Friends.
  5. Discuss and determine any issues of policy or deal with any other business put before them.

#### **7. Officers:**

The Friends shall have the following Officers:

- a. Chair.
- b. Treasurer.
- c. Secretary.

The list of officers is not exhaustive.

## **8. The Committee:**

The Committee as charity trustees have control of The Friends and its property and funds.

- a. The Committee when complete shall comprise the Officers set out in clause 7 plus up to nine Ordinary Committee Members, all of whom must be members of The Friends.
- b. The Principal and / or his or her nominated representative shall be a permanent ex-officio member of the Committee (and shall not be subject to election).
- c. The Committee shall be elected at the AGM and shall hold office until the next AGM.
- d. Nominations for election to the Committee shall be made by one member 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.
- e. A Committee member automatically ceases to be a member of the Committee if he or she:
  1. Is disqualified under the Charities Act 1993 from acting as a charity trustee.
  2. Is incapable, whether mentally or physically of managing his or her own affairs.
  3. Is absent from three consecutive meetings of the committee.
  4. Ceases to be a member of The Friends.
  5. Resigns by written notice to the Committee (but only if at least two committee members will remain in office)
  6. Is removed by a resolution passed by all the other members of the Committee after inviting the views of the Committee members concerned and considering the matter in the light of any such views.
- e. A retiring committee member is entitled to an indemnity from the continuing Committee members at the expense of The Friends in respect of any liabilities properly incurred whilst he or she held office.
- f. A technical defect in the appointment of a committee member of which the Committee are unaware does not invalidate decisions taken at the meeting.

## **9. Committee Meetings:**

- a. The committee must hold at least one meeting per term.
- b. A quorum at a committee meeting is 50% (rounded up to the nearest whole number) of the total current membership of the Committee members.
- c. 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.
- d. Every issue may be determined by a simple majority of the votes cast at a Committee meeting but a resolution which is in writing and signed by all members of the Committee is 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.
- e. Except for the Chair of the meeting, who has a second or casting vote, every committee member has one vote on each issue.

## **10. Powers of Committee:**

The Committee have the following powers in the administration of The Friends.

- a. 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 the sub-committees must be reported promptly to the Committee).

- b. To make rules consistent with this Constitution about the Committee and sub-committees, to govern proceedings of general meetings and generally about the running of The Friends (including the operation of bank accounts and the commitment of funds).

## **11. Location of Meetings of the Friends:**

Meetings shall always be held at the Academy unless, due to exceptional circumstances, an alternative venue is necessary. The alternative venue must be clearly stated on the agenda.

## **12. Property & Funds:**

- a. The property and funds of The Friends must only be used for promoting the Objects.
- b. The Committee shall elect a minimum of three members and maximum of five, two of whom shall be Officers, to be signatories to the bank accounts. Two of those elected, one of whom shall normally be the Treasurer shall sign all cheques.
- c. No Committee member may receive any payment of money or other material benefit (whether direct or indirect) from The Friends except:
  1. Under clauses 3.i & 12.c.3.
  2. Reimbursement of reasonable out-of-pocket expenses actually incurred in the administration of The Friends.
  3. Charitable benefits in his or her capacity as a beneficiary subject to compliance with clause 9.c.
- d. Whenever a Committee member has a personal interest in a matter to be discussed at a Committee meeting, the committee member must:
  1. Declare an interest before discussion begins on the matter.
  2. Withdraw from that part of the meeting unless expressly invited to remain in order to provide information.
  3. Not be counted in the quorum for that part of the meeting.
  4. Withdraw during the vote and have no vote on the matter.

## **13. Records & Accounts:**

- a. The Committee shall produce annual statements of account, which shall be subject to independent examination or audit by a competent person.
- b. Should The Friends apply for and achieve charitable status, 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:
  - Annual reports.
  - Annual returns.
  - Annual statements of account.
- c. The committee must keep proper records of:
  - All proceedings at general meetings.
  - All proceedings at committee meetings.
  - All reports of sub-committees.
- d. Annual reports and statements of account relating to The Friends must be made available for inspection by any member of The Friends.
- e. A copy of the approved statement of account is to be provided to the Principal.

## **14. Notices:**

- a. Notices under this Constitution must be sent by hand, or by post or by suitable electronic communication or in any newsletter distributed by The Academy. Notification by hand may include distribution to parents, guardians and carers via their children with or without other communications from the Academy.

- b. The address at which a member is entitled to receive notices (if sent by post) is the last known address of the member.
- c. A technical defect in the giving of notice of which members or Committee members are unaware at the time does not invalidate decisions taken at the meeting.

## 15. Amendments:

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

- a. The members must be given 21 clear days notice of the proposed amendments.
- b. No amendment is valid if it would make a fundamental change to the Objects or destroy the charitable status of The Friends.
- c. A copy of any resolution amending this Constitution must be sent to the Commission within 21 days of it being passed.

## 16. Dissolution:

- a. The Friends 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 instruction for the disposal of any assets remaining after settling any outstanding debts and liabilities.
- b. The net assets may not be distributed among the members of The Friends but will be given to the Academy for the benefit of the pupils of the Academy, or in the event of the Academy closing to such neighbouring school or schools as the committee shall decide.
- c. If effect cannot be given to this provision then the assets can be given to some other related charitable purpose.

## 17. Interpretation:

- a. In this Constitution:
 

<p>‘Academy council’ ‘Address’</p>	<p>The governing body of the Academy. A postal address or, for the purposes of electronic communication, a fax number, an e-mail address or a text message number in each case registered with the charity.</p>
<p>‘AGM’</p>	<p>An annual general meeting of the members of The Friends.</p>
<p>‘The Chair’</p>	<p>The Chair of The Friends elected at the AGM.</p>
<p>‘Charity Trustees’</p>	<p>As prescribed by section 97(1) of the Charities Act 1993.</p>
<p>‘Clear day’</p>	<p>24 hours from midnight following the triggering event.</p>
<p>‘The Commission’</p>	<p>The Charities Commission for England &amp; Wales.</p>
<p>‘The Committee’</p>	<p>The governing body of The Friends</p>
<p>‘Committee member’</p>	<p>A member of the committee elected at their AGM by the membership.</p>
<p>‘Co-opted Committee’</p>	<p>A member of the Committee appointed by the members of the Committee in accordance with clause 6.</p>
<p>‘EGM’</p>	<p>A general meeting of the members of The Friends which is not an AGM.</p>
<p>‘The Friends’</p>	<p>The charity comprised in this Constitution.</p>
<p>‘Fundamental change’</p>	<p>Such a change as would not have been within the reasonable contemplation of a person making a donation to The Friends.</p>
<p>‘General meeting’</p>	<p>Any AGM or EGM.</p>
<p>‘Independent examiner’</p>	<p>As prescribed by section 43(3)(a) of the Charities Act 1993.</p>

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|-------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------|
| ‘Material benefit’      | A benefit which may not be financial but has a monetary value.                                                                                                 |
| ‘Member or Membership’  | Members of The Friends.                                                                                                                                        |
| ‘Months’                | Calendar months.                                                                                                                                               |
| ‘The Objects’           | The charitable objects of the Friends.                                                                                                                         |
| ‘Officer’               | A member of the committee elected to a specific post at the AGM by the membership.                                                                             |
| ‘Principal’             | The Principal or Head-teacher of the Academy.                                                                                                                  |
| ‘Taxable trading’       | 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’ | A legible object on paper including a fax message.                                                                                                             |
| ‘Year’                  | Calendar year.                                                                                                                                                 |
- b. 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: Oasis Academy Coulsdon.

On:

Name:

Signature:

(Name & signature of chair of meeting)

Witnessed:

Name:

Address:

Occupation

Signature:

(Name, address, occupation of witness.)