

**THE CONSTITUTION**  
**(Version 2 Adopted at Extraordinary General Meeting, 11<sup>th</sup> November 2010)**

This constitution replaces the version adopted at the annual meeting 4<sup>th</sup> July 2001.

**A. Name**

The name of the association is Friends of Hazlemere School ("The Charity")

**B. Administration**

Subject to the matters set out below the Charity and its property shall be administered and managed in accordance with this constitution by the members of the Executive committee, constituted by clause G of the constitution ("the Executive Committee").

**C. Objects**

The Charity's objects ("the Objects") are to advance the education of the pupils attending Hazlemere Church of England Combined School, Amersham Road, Hazlemere, High Wycombe, Bucks, HP15 7PZ ("the School") in particular by developing effective relationships between staff, parents, friends and others associated with the school and by assisting in the provision of facilities for education at the school not normally provided by the Local Education Authority.

**D. Powers**

In furtherance of the Objects but not otherwise the Executive Committee may exercise the following powers:

- (i) to raise funds and to invite and receive contributions provided that in raising funds the Executive Committee shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the laws;
- (ii) to buy, take on lease or in exchange any property necessary for the achievement of the Objects and to maintain and equip it for use;
- (iii) (subject to any consents required by law) to sell, lease or dispose of all or any part of the property of the Charity;
- (iv) (subject to any consents required by law) to borrow money and to exchange all or any part of the property of the Charity with repayment of the money so borrowed;
- (v) to employ such staff (who shall not be members of the Executive Committee) as are necessary for the proper pursuit of the Objects and to make all reasonable and necessary provision for the payment of pensions and superannuation for staff and their dependants;
- (vi) to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the Objects or of similar charitable purposes and to exchange information and advice with them;
- (vii) to establish or support any charitable trusts, associations or institutions formed for all or any of the Objects;

## **FRIENDS OF HAZLEMERE SCHOOL ASSOCIATION**

(viii) to do all such other lawful things as are necessary for the achievement of the Objects.

### **E. Membership**

- (i) The first two parents/ legal guardians with Parental Responsibility registered on the school records as contacts for pupils currently attending the school (including Nursery) are automatically members of the Charity;
- (ii) All members of staff currently employed by the school are automatically members of the Charity;
- (iii) Membership of the Charity shall also be open to any person over the age of 18 years interested in furthering the Objects and who is accepted by the Executive Committee as a member;
- (iv) Every member shall have a vote;
- (v) The Executive Committee may by unanimous vote and for good reason terminate the membership of any individual: provided that the individual concerned shall have the right to be heard by the Executive Committee accompanied by a friend, before the final decision is made;
- (vi) Membership shall be terminated if a member dies;
- (vii) Membership shall be terminated if the member resigns by written notice to the Charity.

### **F. Honorary Officers**

- (i) At the Annual General Meeting (hereinafter referred to as the “AGM”) of the Charity the members shall elect from amongst themselves a chairman, a secretary and a treasurer, who shall hold office for two years from the conclusion of that meeting. The Honorary Officers shall retire at the end of that period, but shall be eligible for re-election at the AGM.
- (ii) Nomination for the role of one of the Honorary Officer’s positions may be made by any member of the Charity and be seconded by another and must have the consent of the nominee. Such nominations may be made in writing prior to the meeting, or verbally during the meeting. In the event of more than one nomination correctly being received for a post, a secret ballot of the members present at the meeting shall be held with the person receiving a simple majority being elected. Where just one nomination is received, the chairman may entertain a motion for election by a show of hands.

### **G. Executive Committee**

- (i) The Executive Committee shall consist of not less than 3 members being:
  - a. the Honorary Officers specified by the preceding clause;
  - b. any additional officers elected at the AGM (for example, but not exclusively, vice-chairman, vice-secretary, vice-treasurer) or appointed by the Executive Committee. These additional officers shall hold office for two years from the conclusion of the AGM at which they were elected, or until the AGM following their appointment, and shall then retire but shall be eligible for re-election at the AGM;
  - c. any number of nominated members appointed by volunteering their services to the Executive Committee.

## **FRIENDS OF HAZLEMERE SCHOOL ASSOCIATION**

- (ii) The proceeding of the Executive Committee shall not be invalidated by any vacancy among their number or by any failure to appoint or any defect in the appointment or qualification of a member.
- (iii) Nobody shall be appointed as a member of the Executive Committee who is aged under 18 or who would, if appointed, be disqualified under the provisions of the following clause.

### **H. Termination of Membership of the Executive Committee**

A member of the Executive Committee shall cease to hold office if he or she:

- (i) is disqualified from acting as a member of the Executive Committee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
- (ii) becomes incapable by reason of mental disorder, illness or injury of managing or administering his or her own affairs;
- (iii) notifies to the Executive Committee a wish to resign (but only if at least 3 members of the Executive Committee will remain in office when the notice of resignation is to take effect).

### **I. Executive Committee Members not to be personally interested**

- (i) [Subject to the provisions of sub-clause (ii) of this clause] no member of the Executive Committee shall acquire any interest in property belonging to the Charity (otherwise than as a trustee for the Charity) or to receive remuneration or to be interested (otherwise than as a member of the Executive Committee) in any other contract entered into by the Executive Committee.
- (ii) Any member of the Executive Committee for the time being who is a solicitor, an accountant or other person engaged in a profession may charge and be paid all the usual professional charges for business done by him or her or his or her firm as instructed by the other members of the Executive Committee to act in a professional capacity on behalf of the Charity: Provided that at no time shall a majority of the members of the Executive Committee benefit under this provision and that a member of the Executive Committee shall withdraw from any meeting at which his or her own instruction or remuneration, or that of his or her firm, is under discussion.

### **J. Meetings and proceedings of the Executive Committee**

- (i) The Executive Committee may hold meetings as they deem necessary. A special meeting may be called at any time by the chairman or any 2 members of the Executive Committee upon not less than 4 days' notice being given to other members of the Executive Committee of the matters to be discussed.
- (ii) The chairman shall act as chairman at meeting of the Executive Committee. If the chairman is absent from any meeting, the members of the executive Committee present shall choose one of their number to be chairman of the meeting before any other business is transacted.
- (iii) There shall be a quorum when at least one third of the members of the of the Executive Committee for the time being or 3 members of the Executive Committee, whichever is greater, are present at the meeting.
- (iv) Every matter shall be determined by a majority of the votes of the members of the Executive Committee present and voting on the question but in the case of equality of votes the chairman of the meeting shall have as second or casting vote.

## **FRIENDS OF HAZLEMERE SCHOOL ASSOCIATION**

- (v) The Executive Committee shall keep minutes, in books kept for the purpose, of the proceedings at meetings of the executive Committee and any sub-committee.
- (vi) The Executive Committee may from time to time make and alter rules for the conduct of their business, the summoning and conduct of their meetings and the custody of the documents. No rule may be made which is inconsistent with this constitution.
- (vii) The Executive Committee may appoint one or more sub-committees consisting of 3 or more members of the Executive Committee for the purpose of making any enquiry or supervising or performing any function of duty which in the opinion of the Executive Committee would be more conveniently undertaken or carried out by a sub-committee: Provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the Executive Committee.

### **K. Ordinary General Meetings**

- (i) The Executive Committee shall hold at least 2 ordinary general meetings each year which all members of the charity are eligible to attend.
- (ii) The chairman shall act as chairman at ordinary general meetings. If the chairman is absent from any meeting, the members of the Executive Committee present shall choose one of their number to be chairman of the meeting before any other business is transacted.
- (iii) There shall be a quorum when at least one third of the members of the of the Executive Committee for the time being or 2 members of the Executive Committee, whichever is greater, are present at the meeting, plus at least 5 other members of the Charity.
- (iv) Every matter shall be determined by a majority of the votes of the members present and voting on the question but in the case of equality of votes the chairman of the meeting shall have as second or casting vote.
- (v) The secretary or other person specially appointed by the Executive Committee shall keep a full record of proceedings at every ordinary general meeting of the Charity.

### **L. Annual General Meeting**

- (i) There shall be an AGM of the Charity each year, and not more than fifteen months shall elapse between successive AGMs.
- (ii) Every AGM shall be called by the Executive Committee. The secretary shall give at least 21 days' notice of the AGM to all members of the Charity. All members of the Charity shall be entitled to attend and vote at the meeting.
- (iii) There shall be a quorum when at least one third of the members of the of the Executive Committee for the time being or 2 members of the Executive Committee, whichever is greater, are present at the meeting, plus at least 8 other members of the Charity.
- (iv) The Executive Committee shall present to each AGM the report and accounts of the Charity for the preceding year.

### **M. Extraordinary General Meeting ("EGM")**

## **FRIENDS OF HAZLEMERE SCHOOL ASSOCIATION**

- (i) An Extraordinary General Meeting (“EGM”) may be called at any time by the chairman or any 2 members of the Executive Committee upon not less than 21 days’ notice being given to the other members of the Executive Committee and to all members of the Charity of the matters to be discussed.
- (ii) If at least 10 members request such a meeting in writing stating the business to be considered the secretary shall call and EGM upon not less than 21 days’ notice being given to all the members of the Charity of the matters to be discussed.
- (iii) There shall be a quorum when at least one third of the members of the of the Executive Committee for the time being or 2 members of the Executive Committee, whichever is greater, are present at the meeting, plus at least 8 other members of the Charity.

### **N. Receipts and Expenditure**

- (i) The funds of the Charity, including all donations, contributions and bequests, shall be paid into an account operated by the Executive Committee in the name of the Charity at such a bank as the Executive Committee shall from time to time decide. Controls regarding the operation of this account, such as the authorisation of withdrawals, shall be determined by the Executive Committee and reviewed from time to time.
- (ii) The funds belonging to the Charity shall be applied only in the furthering of the Objects.

### **O. Property**

- (i) Subject to the provisions of sub-clause (ii) in this clause, the Executive Committee shall cause the title to:

All land by or in trust for the Charity which is not vested in the official custodian for charities;  
and

All investments held by or on behalf of the Charity:

To be vested either in the cooperation entitled to act as custodial trustee or not less than 3 individuals appointed by them as holding trustees. Holding trustees may be removed by the Executive Committee at their pleasure and shall act in accordance with the lawful directions of the Executive Committee. Provided that they act only in accordance with the lawful directions of the Executive Committee, the holding trustees shall not be liable for the acts and defaults of its members.

- (ii) If a corporation entitled to act as custodian trustee has not been appointed to hold the property of the Charity, the Executive Committee may permit any investments held by or in trust for the Charity to be held in the name of the clearing bank, trust corporation or any stockbroking company which is a member of the international stock exchange (or any subsidiary of any such stockbroking company) as nominee for the Executive committee, and may pay such a nominee reasonable and proper remuneration for acting as such.

### **P. Accounts**

The Executive Committee shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to:

- (i) The keeping of accounting records for the Charity;

## **FRIENDS OF HAZLEMERE SCHOOL ASSOCIATION**

- (ii) The preparation of annual statements of account for the Charity;
- (iii) The auditing or independent examination of the statements of account of the Charity; and
- (iv) The transmission of the statements of account of the Charity to the commission.

### **Q. Annual Report**

The Executive Committee shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Commission.

### **R. Annual Return**

The Executive Committee shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Commission.

### **S. Notices**

Any notice required to be served on any member of the Charity shall be in writing and shall be served either by display in a prominent place at the premises of the School, by hand, by post, by suitable electronic communication (email) or in any newsletter distributed by the Charity to its members. Notification by hand may include distribution to parents, guardian and carers via their children with or without other communications from the school.

### **T. Alterations to the Constitution**

- (i) Subject to the following provisions of this clause the constitution may be altered by a resolution passed by not less than two thirds of the members present and voting at the EGM. The notice of the EGM must include notice of the resolution, setting out the terms of the alteration proposed.
- (ii) No amendment may be made to clause A, clause C, clause I, clause U or this clause without the prior consent in writing of the Commissioners.
- (iii) No amendment may be made which has the effect of making the Charity cease to be a charity at law.
- (iv) The Executive Committee should promptly send to the Commission a copy of any amendment made under this clause.

### **U. Dissolution**

If the Executive Committee decides that it is necessary or advisable to dissolve the Charity it shall call a meeting of all members of the Charity, of which not less than 21 days' notice (stating in terms of the resolution to be proposed) shall be given. If the proposal is confirmed by a two thirds majority of those present and voting the Executive Committee shall have the power to realise any assets held by or on behalf of the Charity. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to, firstly, the school, or secondly, to such other charitable institution or institutions having objects similar to the objects of the Charity as the members of the Charity may determine or failing that shall be applied for some other charitable purpose. A copy of the statement of accounts, or account and statement for the final accounting period of the Charity must be sent to the commission.

**FRIENDS OF HAZLEMERE SCHOOL ASSOCIATION**



**V. Adoption of this amended constitution**

This amended constitution was adopted on the date mentioned above by the persons whose signatures appear on the bottom of this document.

Signed: Kayt Sharm

Debbie Begent

Claire Cox

Sara Perry