

CONSTITUTION
of the
BROOKHURST SCHOOL ASSOCIATION

adopted on 27th September 1984, as most recently amended on [2006]

PART 1

1 Adoption of the Constitution.

The association and its property will be administered and managed in accordance with the provisions in Parts 1 and 2 of this Constitution.

2 The Name.

The association's name is Brookhurst School Association (and in this document it is called the BSA).

3 The Objects.

(1) The BSA's objects (the Objects) are:

to advance the education of the pupils of Brookhurst Primary School, Ullswater Avenue, Leamington Spa, CV32 6NH ("the School") in particular by:

- (a) providing and assisting in the provision of facilities for education in a safe and healthy environment at the School (where there are no reasonable prospects of such facilities being provided in full by the Local Education Authority);
- (b) fostering effective relationships between children, staff, parents and others associated with the School; and
- (c) engaging in activities which support the School and advance the education of the pupils attending it.

(2) The BSA shall be non-political

4 Application of Income and Property.

(1) The income and property of the BSA shall be applied solely towards the promotion of the Objects.

(2) A Committee Member may (subject to any applicable internal rules) pay out of, or be reimbursed from, the property of the BSA reasonable expenses properly incurred by him or her when acting on behalf of the BSA.

- (3) None of the income or property of the BSA may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the BSA. This does not prevent:
 - (a) a member who is not also a Committee Member from receiving reasonable and proper remuneration for any goods or services supplied to the BSA;
 - (b) a Committee Member from:
 - (i) buying goods or services from the BSA upon the same terms as other members or members of the public; or
 - (ii) receiving a benefit from the BSA in the capacity of a beneficiary of its charitable objects, provided that the Committee complies with the provisions of sub clause (6) of this clause, or as a member of the BSA and upon the same terms as other members.
- (4) No Committee Member may be paid or receive any other benefit for being a Committee Member.
- (5) NOT USED
- (6) (a) If it is proposed that a Committee Member should receive a benefit from the BSA that is not already permitted under sub-clause (3) of this clause, he or she must:
 - (i) declare his or her interest in the proposal;
 - (ii) be absent from that part of any meeting at which the proposal is discussed and take no part in any discussion of it;
 - (iii) not be counted in determining whether the meeting is quorate;
 - (iv) not vote on the proposal.(b) If the Committee fails to follow this procedure, the resolution to confer a benefit upon the Committee Member will be void and the Committee Member must repay to the BSA the value of any benefit received by the Committee Member from the BSA.
- (7) A Committee Member must absent himself or herself from any discussions of the Committee in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the BSA and any personal interest (including but not limited to any personal financial interest) and take no part in the voting upon the matter.
- (8) In this Clause 4, "Committee Member" shall include any person firm or company connected with the Committee Member.

5 Dissolution.

- (1) If the members resolve to dissolve the BSA the Committee Members will remain in office as charity trustees and be responsible for winding up the affairs of the BSA in accordance with this clause.

- (2) The Committee Members must collect in all the assets of the BSA and must pay or make provision for all the liabilities of the BSA.
- (3) The Committee Members must apply any remaining property or money:
 - (a) directly for the Objects;
 - (b) by transfer to any charity or charities for purposes the same as or similar to the BSA; and
 - (c) in such other manner as the Charity Commissioners for England and Wales ("the Commission") may approve in writing in advance.
- (4) The members may pass a resolution before or at the same time as the resolution to dissolve the BSA specifying the manner in which the Committee Members are to apply the remaining property or assets of the BSA and the Committee Members must comply with the resolution if it is consistent with paragraphs (a) - (c) inclusive in sub-clause (3) above.
- (5) In no circumstances shall the net assets of the BSA be paid to or distributed among the members of the BSA (except to a member that is itself a charity).
- (6) The Committee Members must notify the Commission promptly that the BSA has been dissolved. If the Committee Members are obliged to send the BSA's accounts to the Commission for the accounting period which ended before its dissolution, they must send to the Commission the BSA's final accounts.

6 Amendments.

- (1) Any provision contained in this Constitution may be amended provided that:
 - (a) no amendment may be made that would have the effect of making the BSA cease to be a charity at law;
 - (b) no amendment may be made to alter the Objects or clause 5 if the change would not be within the reasonable contemplation of the members of or donors to the BSA;
 - (c) no amendment for which the prior written consent of the Commission is required at law may be made to any provision of this Constitution without such prior written consent having been given;
 - (d) any resolution to amend a provision of this Constitution is passed by a simple majority of the members present and voting at a general meeting.
- (2) A copy of any resolution amending this Constitution must be sent to the Commission within twenty one days of it being passed.
- (3) For the purposes of guidance only it is likely that the Commission may require provisions dealing with the following matters not to be amended without its prior consent:
 - (i) the Objects (clause 3);

- (ii) the application of income and property (clause 4),
- (iii) dissolution (clause 5); and
- (iv) the powers of the Committee (clause 18).

PART 2

7 Membership.

- (1) Subject to clause 8 the members of the BSA are:
 - (a) the parents, guardians, and *in loco parentis* carers of pupils at the School from time to time;
 - (b) the teaching staff and non-teaching staff of the School; and
 - (d) such persons and organisations as may be admitted to membership from time to time under sub-clause (2) below.
- (2) Any person over the age of 18 or any organisation who or which wishes to be considered a friend of the School and/or its pupils and to contribute to the Objects may become a Member by applying to the Committee in writing. The Committee may refuse an application for membership if, acting reasonably and properly, they are not satisfied that it is in the best interests of the BSA, or pupils of the School to accept the application.
- (3) Where the Committee rejects an application for membership it must inform the applicant in writing of the reasons for rejection within twenty-one days of the decision.
- (5) Membership is non-transferable.
- (6) The Committee shall keep a register of the names and email addresses of all members who provide an email address to the BSA for the purposes of receiving communications regarding the BSA.

8 Termination of Membership.

Membership is terminated if:

- (1) the member dies or, if it is an organisation, ceases to exist;
- (2) the member resigns by written notice to the BSA unless, after the resignation, there would be less than two members;
- (3) the member is removed from membership by a resolution of the Committee that it is in the best interests of the BSA or the School that his or her membership is terminated. A resolution to remove a member from membership may only be passed if:

- (a) the member has been given at least twenty-one days' notice in writing of the Committee meeting at which the resolution will be proposed and the reasons why it is to be proposed;
 - (b) the member or, at the option of the member, the member's representative (who need not be a member of the BSA) has been allowed to make representations to the meeting
- (4) three months have elapsed since the member ceased to satisfy the criteria for membership at sub-clause 7(1) (a) or (b) and the Committee has not prior to the expiry of that three month period accepted an application for the continued membership of that member pursuant to sub-clause 7(2).

9 General meetings.

- (1) Each year the BSA must hold an annual general meeting and not more than fifteen months may elapse between successive annual general meetings. Where practicable each annual general meeting shall be held in January
- (3) All general meetings other than annual general meetings shall be called special general meetings.
- (4) The Committee may call a special general meeting at any time.
- (5) The Committee must call a special general meeting if requested to do so in writing by at least ten members. The request must state the nature of the business that is to be discussed. If the Committee fails to hold the meeting within twenty-eight days of the request, the members may proceed to call a special general meeting but in doing so they must comply with the provisions of this Constitution.

10 Notice.

- (1) The minimum period of notice required to hold any general meeting of the BSA is fourteen days.
- (2) The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so.
- (4) Notice of a general meeting of the BSA shall be given:
 - (a) by email to each member who has provided the Committee with a email address for the purpose of receiving communications regarding the business of the BSA (and such notice shall be deemed to have been effected on dispatch, irrespective of any receipt of a notification of delivery failure);
 - (b) to other members by:
 - (i) displaying notice of the meeting prominently on notice boards around the school;
and

- (ii) taking such other steps as the Committee deem appropriate, for example including notice in communications between the school and the parents guardians or carers of pupils and/or by depositing copies of the notice in the pupil's book bags,

and notice shall be deemed to have been given to each such member at the time at which notice of the meeting is first displayed in accordance with sub-clause 10(4)(b)(i).

11 Quorum.

- (1) No business shall be transacted at any general meeting unless a quorum is present.
- (2) A quorum for a general meeting is 16 members.
- (3) The authorised representative of a member organisation shall be counted in the quorum.
- (4) If:
 - (a) a quorum is not present within half an hour from the time appointed for the meeting; or
 - (b) during a meeting a quorum ceases to be present,the meeting shall be adjourned to such time and place as the Committee shall determine.
- (5) The Committee must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.
- (6) If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the members present at that time shall constitute the quorum for that meeting.

12 Chair.

- (1) General meetings shall be chaired by the person who has been elected as Chair or in his or her absence the person who has been elected Vice-Chair.
- (2) If no person has been elected Chair (or Vice-Chair) or neither the Chair nor Vice-Chair is present within fifteen minutes of the time appointed for the general meeting a Committee Member nominated by the Committee shall chair the meeting.
- (3) If there is only one Committee Member present and willing to act, he or she shall chair the meeting.
- (4) If no Committee Member is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present and entitled to vote must choose one of their number to chair the meeting.

13 Adjournments.

- (1) The members present at a meeting may resolve that the meeting shall be adjourned.

- (2) The person who is chairing the meeting must decide the date time and place at which meeting is to be reconvened unless those details are specified in the resolution.
- (3) No business shall be conducted at an adjourned meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
- (4) If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date time and place of the meeting.

14 Votes.

- (1) Each member shall have one vote but if there is an equality of votes the person who is chairing the general meeting shall have a casting vote in addition to any other vote he or she may have.

15 Representatives of Other Bodies.

- (1) Any organisation that is a member of the BSA may nominate any person to act as its representative at any meeting of the BSA.
- (2) The organisation must give written notice to the BSA of the name of its representative. The nominee shall not be entitled to represent the organisation at any meeting unless the notice has been received by the BSA. The nominee may continue to represent the organisation until written notice to the contrary is received by the BSA.
- (3) Any notice given to the BSA will be conclusive evidence that the nominee is entitled to represent the organisation or that his or her authority has been revoked. The BSA shall not be required to consider whether the nominee has been properly appointed by the organisation.

16 Committee Members and Officers.

- (1) The BSA and its property shall be managed and administered by a committee comprising members elected (or appointed) in accordance with this Constitution. The members of the committee shall be the trustees of the BSA and in this Constitution are together called "the Committee".
- (2) The Committee shall comprise:
 - (a) nine elected Committee Members each being either a member of the BSA or the nominated representative of an organisation that is a member of the BSA;
 - (b) (provided that the he or she is willing to serve as a Committee Member in such capacity), the head-teacher of the School as President of the BSA; and
 - (c) one parent governor of the School, being nominated (in writing to the Committee) for the time being as Committee Member by the Chair of the School's Board of Governors.
- (3) The BSA shall have the following Officers:

- (a) a Chair,
 - (b) a Vice-Chair,
 - (c) a Secretary, and
 - (d) a Treasurer.
- (4) No one may be appointed a Committee Member if he or she would be disqualified from acting under the provisions of Clause 19.

17 The Appointment of Committee Members and Officers.

- (1) At each annual general meeting of the BSA members shall elect nine Committee Members (or such lower number as there are Members who have indicated their willingness to serve as elected Committee Members). Members shall endeavour to elect Committee Members representing the full range of membership: parents and/or the carers of pupils from a range of age groups, as well as members of staff and friends of the School
- (2) At the annual general meeting or as soon as practicable thereafter the newly elected Committee Members shall elect the Officers for the following year from amongst their number.
- (3) No-one may be elected a Committee Member or an Officer unless that person:
 - (a) is or has been proposed by another member;
 - (b) confirms or has confirmed his or her willingness to act as a Committee Member or as an Officer; and
- (4) Subject to sub-clause (5) below the Committee may co-opt any person who is willing to act as such as a Committee Member so as to fill any vacancy on the Committee, (which may have arisen, for example, due to the resignation of a Committee Member or an insufficiency at the time of an annual general meeting of candidates who have indicated a willingness to serve as Committee Members).
- (5) The Committee shall not be entitled to co-opt Committee Members in place of either the President or the Committee Member nominated from amongst the parent governors of the School by the Chair of the Board of Governors.
- (6) Each of the elected Committee Members and each Committee Member co-opted in their place shall retire with effect from the conclusion of the annual general meeting next following his or her appointment but shall be eligible for re-election at that annual general meeting.

18 Powers of the Committee.

- (1) The Committee must manage the business of the BSA and they have the following powers in order to further the Objects (but not for any other purpose):

- (a) to raise funds. In doing so, the Committee Members must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulations;
 - (b) to co-operate with other charities, voluntary bodies and statutory bodies and to exchange information and advice with them;
 - (c) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
 - (d) to acquire, merge with or enter into any partnership or joint venture arrangement with any other charity formed for any of the Objects;
 - (e) to set aside income as a reserve against future expenditure;
 - (f) to obtain and pay for such goods and services as are necessary for carrying out the work of the BSA;
 - (k) to open and operate such bank and other accounts as the Committee Members consider necessary and to invest funds and to delegate management of funds in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;
 - (l) to take out public liability accident insurance to cover BSA meetings and the activities of the BSA, and its members, the Officers and other Committee Members whilst engaged in the business of the BSA; and
 - (m) to do all such other lawful things as are necessary for the achievement of the Objects, save that the Committee shall not, without prior amendment of this Constitution, acquire a freehold or leasehold interest in land.
- (2) No alteration of this Constitution or any special resolution shall have retrospective effect to invalidate any prior act of the Committee.
- (3) Any Committee meeting at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Committee.

19 Disqualification and Removal of Committee Members and Officers.

- (1) A Committee Member shall cease to hold office if he or she:
- (a) is disqualified from acting as a trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
 - (b) ceases to be a member of the BSA;
 - (c) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;

- (d) resigns as a Committee Member by notice to the BSA (but only if at least two Committee Members will remain in office when the notice of resignation is to take effect); or
 - (e) is absent without reasonable cause from three consecutive Committee meetings and the Committee resolves that his or her office be vacated; or
 - (f) ceases (in the case of the parent-governor committee member only) to be a parent governor, or the Chairman of the Board of Governors nominates another parent-governor as Committee Member.
- (2) An Officer shall cease to hold his or her position as Officer if he or she:
- (a) ceases to be a Committee Member;
 - (b) gives written notice to the Committee of his or her resignation as Officer;
 - (c) (in the case of the President only) ceases to be the head-teacher of the School.

20 Proceedings of the Committee.

- (1) The Committee may regulate its proceedings as they think fit, subject to the provisions of this Constitution and the internal rules.
- (2) There shall be at least one Committee meeting in each school term.
- (3) Each Committee Member shall be given at least 14 days notice of a Committee meeting.
- (4) The Secretary must call a meeting of the Committee within 30 days of being requested to do so by two or more Committee Members.
- (5) Questions arising at a meeting must be decided by a majority of votes.
- (6) In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote, unless applicable internal rules of the BSA provide otherwise.
- (7) No decision may be made by a meeting of the Committee unless a quorum is present at the time.
- (8) The quorum for a Committee meeting shall be two thirds of the total number of Committee Members, or two, whichever is the higher; and, for the avoidance of doubt, for such purposes there shall be no rounding up;
- (9) A Committee Member shall not be counted in the quorum present when any decision is made about a matter upon which that Committee Member is not entitled to vote.
- (10) If the number of Committee Members is less than the number fixed as the quorum, the continuing Committee Member may act only for the purpose of filling vacancies or of calling a general meeting.

- (11) The person elected as the Chair shall chair meetings of the Committee Members.
- (12) If the Chair is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the person elected Vice Chair, shall chair the meeting, or, in the absence of both the Chair and Vice Chair, the Committee Members present may appoint one of their number to chair that meeting.
- (13) The person appointed to chair meetings of the Committee shall have no functions or powers except those conferred by this Constitution or delegated to him or her in writing by the Committee.
- (14) A resolution in writing signed by all the Committee Members entitled to receive notice of a Committee meeting (or sub-Committee meeting) and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Committee or (as the case may be) a Sub-Committee duly convened and held. The resolution may comprise several documents containing the text of the resolution in like form each signed by one or more Committee Members.
- (15) A Committee Member unable to attend a Committee meeting may still vote in relation to a matter at a Committee meeting:
 - (a) where he has advance notice of the matter to be voted on, by giving written notice of his or her vote to the Secretary (or where the Secretary is unable to attend, the acting Chair for such meeting) in advance of the meeting;
 - (b) through a proxy voting on his or her behalf provided the proxy is a Member of the BSA and the Committee Member has notified the Secretary (or where the Secretary is unable to attend, the acting Chair at such meeting) in writing of that proxy's appointment for the purposes of the relevant meeting;
- (16) A Committee Member appointed as a proxy is entitled to exercise a vote on his or her own behalf and on behalf of each other Committee Member who has appointed him or her as proxy for the purposes of the relevant meeting in accordance with sub clause (16) above.

21 Delegation.

- (1) The Committee may delegate any of its powers or functions to a Sub-Committee of two or more Committee Members but the terms of any such delegation must be recorded in the minute book.
- (2) The Committee may impose conditions when delegating, including the conditions that:
 - (a) the relevant powers are to be exercised exclusively by the committee to whom they delegate;
 - (b) no expenditure may be incurred on behalf of the Charity except in accordance with a budget previously agreed with the Committee.
- (3) The Committee may revoke or alter a delegation.

- (4) All acts and proceedings of any committees must be fully and promptly reported to the Committee.

22 Irregularities in Proceedings.

- (1) Subject to sub-clause (2) of this clause, all acts done by a Committee meeting, or by a Sub-Committee meeting, shall be valid notwithstanding the participation in any vote of a Committee Member:

- (a) who was disqualified from holding office;
- (b) who had previously retired or who had been obliged by this Constitution to vacate office;
- (c) who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise,

if, without:

- (i) the vote of that Committee Member; and
- (ii) that Committee Member being counted in the quorum,

the decision has been made by a majority of the Committee Members at a quorate meeting.

- (2) Sub-clause (1) of this clause does not permit a Trustee to keep any benefit that may be conferred upon him or her by a resolution of the Trustees or of a committee of Trustees if the resolution would otherwise have been void.

- (3) No resolution or act of:

- (a) the Committee;
- (b) any Sub-Committee; or
- (c) the BSA in general meeting,

shall be invalidated by reason of the failure to give notice to any Committee Member or member or by reason of any procedural defect in the meeting unless it is shown that the failure or defect has materially prejudiced a member or the beneficiaries of the BSA.

23 Minutes.

The Committee must keep minutes of all:

- (1) appointments of Officers and Committee Members made by the Committee;
- (2) proceedings at meetings of the BSA;
- (3) meetings of the Committee and Sub-Committees including:

- (a) the names of the Committee Members present at the meeting;
- (b) the decisions made at the meetings; and
- (c) where appropriate, the reasons for the decisions.

24 Annual Report and Return and Accounts.

- (1) The Committee Members must comply with their obligations under the Charities Act 1993 with regard to:
 - (a) the keeping of accounting records for the BSA;
 - (b) the preparation of annual statements of account for the BSA;
 - (c) the preparation of an annual report and its transmission to the Commission;
 - (d) the preparation of an annual return and its transmission to the Commission.

25 Registered particulars.

The Committee shall notify the Commission of any changes required to maintain the accuracy of the BSA's entry in the Central Register of Charities.

26 Notices.

- (1) Any notice required by this Constitution to be given to or by any person must be:
 - (a) in writing; or
 - (b) given using electronic communications.
- (2) Notice may be given to a member either:
 - (a) personally; or
 - (b) by sending it by post in a prepaid envelope addressed to the member at his or her address; or
 - (c) by leaving it at the address of the member; or
 - (d) by giving it using electronic communications to the member's address.
- (3) A member who does not register an email address with the BSA shall not be entitled to receive any notice from the BSA.
- (4) A member present in person at any meeting of the BSA shall be deemed to have received notice of the meeting.
- (5) (a) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.

Position.....

Date.....

DRAFT