St David's School
Schulstrasse 4
Ramstein
66877

CONSTITUTION – FRIENDS OF ST DAVID'S SCHOOL

1. **Association Details**

a) The Association shall be known as the Friends of St David's School (often simply referred to as FOS).

b) The Committee shall have a minimum of 2 members.

2. **Purposes**

a) The object of the Association (the objects) is to advance the education and wellbeing of the pupils of the school by providing or assisting in the provision of facilities for education at the school (not normally provided by MOD Schools). In particular by:

i) Promoting close co-operation and communication and developing effective relationships between parents and carers of pupils, teachers and others associated with the school.

ii) Engaging in activities or providing facilities or equipment which support and advance the education of the pupils attending the school, including fund raising and after school activities.

3. **Powers**

a) The Committee members have the following powers, which may be exercised only in promoting the Association's purpose ('objects'):

i) To provide advice.

ii) To publish or distribute information.

iii) To co-operate with other bodies.

iv) To raise funds (but not by means of permanent trading).

v) To acquire or hire property of any kind, as required.

vi) To set aside funds for special purposes or as reserves against future expenditure.

vii) To ensure that public liability insurance is in place for all approved FOS events.

viii) To deposit funds in any lawful manner.

ix) To enter into contracts to provide services to or on behalf of other bodies.

x) To obtain and pay for goods and services as are necessary for carrying out the work of the Association.

xi) To consult parents on their views.

xii) 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**

a) All parents, guardians or carers of pupils, teachers, staff and personnel from the wider British Military community.

b) Membership is terminated if:

i) The member dies.

ii) The member resigns by written notice to the Association.

iii) The Committee members may for good reason, regardless of whether or not this is at the request of the school governance committee or the Headteacher, 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 their right to respond within 14 clear days, and the matter has been considered in light of any representations made.

iv) The member is assigned away from the St David's community.

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

a) All members are entitled to attend any general meeting of the Association. Meetings can be held physically or virtually. A virtual meeting may be held by suitable electronic means agreed by the Committee members in which each participant can see and hear all other participants. These meetings must comply with all other rules for the meeting, including chairing, taking of minutes and quorums.

b) All general meetings are called by giving 21 clear days written notice of the meeting to members. The notice should specify the date, time and location of the general meeting as well as give an overview of the agenda.

c) There is a quorum at a general meeting when the total number of members present (including Committee members) is 75% of current Committee members. The only exception would be at a general meeting where the Association is being dissolved: please see para 13a.

d) The Chair or (if the Chair is unable or unwilling to do so) some other Committee Member elected by those present is in charge of a general meeting.

e) Except where otherwise provided in this constitution (Dissolution: para 13a), every issue at a general meeting is decided by a simple majority of the votes cast by the members present at the meeting.

f) Except for the Chair 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.

g) The Association must hold a general meeting 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.

h) At an AGM the members:

i) Receive the accounts of the association for the previous financial year (Treasurer's report).

ii) Receive the report of the Committee members on the Association's activities since the previous AGM.

iii) Resignations and elections of Committee members.

iv) Discuss and determine any issues of policy or deal with any other business put before them, including event planning for the academic year.

i) 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 members of the Association. 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 the Association notice of the EGM) within 21 days of the written requests being received from members. This EGM must happen with 3 months of the written requests being received. (This timeframe is designed to make allowances for school holidays.)

6. **The Committee**

a) The business of the Association shall be managed by a Committee of no more than 10 members and shall include the following :

i) Chair

ii) Treasurer

iii) Secretary

iv) Communications member

v) Headteacher (or representative)

v) Committee Members

b) A list of duties undertaken by the FOS Committee can be found at Attachment 1 (page 7).

c) All members of the Committee are trustees of the Association and have control of the Association, its property and funds. The Committee members are referred to in this document as Committee members.

d) Committee members shall be elected at the AGM and shall hold office until the next AGM. In the event of any vacancies arising, the Committee shall hold an Extraordinary General Meeting (EGM) to co-opt as many members as necessary to fill all Committee posts until the following AGM.

e) All Committee members, except those who are co-opted, must be members of the Association.

f) Committee members shall have the power to co-opt Committee members at any time, and co-opted Committee members shall serve until the next AGM.

g) The number of co-opted Committee members must not be more than 50% of the total number of Committee members.

h) Nominations for election to the Committee may be made by any member of the Association and seconded by another. Such 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.

i) A Committee member (whether elected or co-opted) automatically ceases to be a Committee member if they:

- i) In the written opinion, given to the Association, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a Committee member and may remain so for more than 3 months.
- ii) Is absent from 3 consecutive meetings of the Committee without prior notification to the Secretary.
- iii) Ceases to be a member of the Association.
- iv) Resigns by written notice to the Committee but only if at least 2 Committee members remain in office.
- v) 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 their right to respond within 14 clear days, and the matter has been considered in light of any representations made.
- vi) 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**

a) The Committee must hold at least 3 meetings every academic year, at least one each term. Meetings can be held physically or virtually. A virtual meeting may be held by suitable electronic means agreed by the Committee members in which each participant can see and hear all other participants. These meetings must comply with all other rules for the meeting, including chairing, taking of minutes and quorums.

b) A quorum at a Committee meeting is 50%, rounded up to the nearest whole number, of the total number of Committee members. This applies where there are 3 or more Committee members in post. Where there are only 2, 100% attendance is required to be quorate to prevent a single individual having the power to make decisions on behalf of the Association.

c) The Chair or, if the Chair is unable or unwilling to do so, some other Committee member chosen by the members present is in charge at each Committee meeting.

d) 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. 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.

8. **Powers of Committee**

a) The following powers are available to the Committee to help run the Association:

i) To delegate any functions of the Committee to sub-committees. These must consist of 2 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.

ii) 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 management of funds.

9. **Property and Funds**

a) The property and funds of the Association must only be used to fulfil the objects (see para 2).

b) Committee members can enter into contracts with the Association for the provision of goods and services to the Association provided that:

i) The maximum amount is set out in writing and is reasonable for the services provided.

ii) The Committee members are satisfied that the agreement is in the interests of the Association before entering into it.

iii) The total number of Committee members entitled to such renumeration is in the minority from time to time.

c) Whenever a Committee member has a personal interest in a matter to be discussed at a meeting, the Committee member must:

i) Declare an interest before discussion begins on the matter.

ii) Withdraw from that part of the meeting unless expressly invited to remain in order to provide information.

iii) Not to be counted in the quorum for that part of the meeting.

iv) Withdraw during the vote and have no vote on the matter.

10. **Records and Accounts**

a) The Committee must ensure that proper financial records are kept.

b) The Committee must keep proper records of:

i) All proceedings at General Meetings.

ii) All proceedings at Committee meetings.

iii) All reports of sub-committees.

c) Annual reports and statements of account relating to the Association must be made available for inspection by any member of the Association.

11. **Notices**

a) Notice of any general meeting of the Association may be sent by hand, by post, by suitable electronic communication 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.

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 which the members or Committee members are unaware of at the time does not invalidate decisions taken at a general meeting.

12. **Amendments**

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

i) The members must be given 21 days' clear notice of the proposed amendments.

13. **Dissolution**

a) 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 and must give instructions for the disposal of any assets remaining after paying the outstanding debts and liabilities of the Association.

b) The net assets shall not be distributed among the members of the Association but will be given to the school for the benefit of the pupils of the school.

c) If it is not possible to dispose of assets as described at para 13b, then the assets can be given to another charitable cause provided that the cause is within the objects of the Association.

Attachment 1

FOS Committee – List of Duties

a) **Chair**

i) The Chair has a leadership role responsible for the smooth and fair running of the FOS.

ii) Chairing both the AGM and Committee meetings.

b) **Treasurer**

i) The Treasurer shall be responsible for keeping accurate records and a copy of all financial transactions of the FOS. The cash holding will be kept in the school safe.

ii) Responsible for updating the Committee on the balance, income and expenditure at the AGM and Committee meetings.

iii) Ensuring that the FOS account is audited annually and accounts presented at the AGM.

iv) Ensuring that any property over 100 Euros is listed in a property book and checked annually.

c) **Secretary**

i) The Secretary shall be responsible for producing the Agenda for the AGM and Committee meetings.

ii) Keeping accurate records of all meetings and distributing these to the Committee members and the school office.

d) **Communications Member**

i) Ensuring a copy of all meeting records are placed on the St David's website.

ii) Advertising all approved FOS events.

e) **Headteacher**

The Headteacher shall be responsible for ensuring that all agreed activities and events are legal, ethical and in accordance with safeguarding regulations.

f) **All Committee Members**

i) All Committee members shall consider requests for funds put to the FOS from parents, teachers, St David's Senate Elders and grant funds to support such requests where they are passed by a majority of the Committee.

ii) All Committee members shall read and sign the FOS Code of Conduct, which is held in the school office.