

# CONSTITUTION

*of the FRIENDS of ST GEORGE'S (HANOVER  
SQUARE) SCHOOL*



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## **1 THE SOCIETY**

- 1.1 The name of the Society is 'Friends of St George's (Hanover Square) School', an unincorporated registered Charity under the laws of England and Wales.
- 1.2 The Registered Charity Number is 1030913.
- 1.3 The address of the Society is:
  - St George's (Hanover Square) School
  - South Street
  - London W1K 2XH
  - T: 020-7629-1196
  - F: 020-7641-4920

## **2 THE OBJECTS**

The Objects of the Society are to advance the education of the pupils of the School by providing and assisting in the provision of facilities for education at the School not normally provided by the Local Education Authority, and as an ancillary thereto, and in furtherance of this Object, the Society should:

- 2.1 Foster more extended relationships between the staff, parents and others associated with the School and
- 2.2 Engage in activities that support the School to advance the education of the pupils attending it.

## **3 MEMBERSHIP**

- 3.1 Members of the Society are:
  - 3.1.1 All parents/guardians/carers of pupils attending the School, staff employed by the School and members of the Governing Body.
  - 3.1.2 Any other person over the age of 18 wishing to offer appropriate support or help to the School, who is appointed by the Committee as a Member.
- 3.2 Membership is not transferable to anyone else.
- 3.3 All Members of the Society are expected to support the Objects of the Society by:
  - 3.3.1 Raising funds for the Society (but not by means of permanent trading).
  - 3.3.2 Providing advice and facilitating the regular function of the Society.
  - 3.3.3 Promoting and circulating information about events and initiatives, subject to the permission of the President and other Trustees of the Society.
- 3.4 A membership fee may be decided from time to time.
- 3.5 The Trustees must keep a register of names and addresses of the members, which must be made available to any member upon request when a fee is in place.

## **4 TERMINATION OF MEMBERSHIP**

- 4.1 Membership is terminated if:
  - 4.1.1 The Member dies.
  - 4.1.2 The Member ceases to be a Member as defined in 3.1,
  - 4.1.3 The Member resigns by written notice to the Society, unless, after the resignation, there would be less than two Members;
  - 4.1.4 The Member is removed from membership by a resolution of the Trustees that it is in the best interests of the Society that his or her membership is terminated.
- 4.2 A resolution to remove a member from membership may only be passed if:
  - 4.2.1 The member has been given at least twenty one days' notice in writing of the meeting of the Trustees at which the resolution will be proposed and the reasons why it is to be proposed;
  - 4.2.2 The member or, at the option of the Member, the Member's representative (who need not be a Member of the Society) has been allowed to make representations to the meeting.

## **5 GENERAL MEETINGS (ANNUAL AND SPECIAL)**

- 5.1 The Society must hold a General Meeting within 12 months of the ratification of this Constitution. Thereafter, an AGM must be held in each subsequent school year and not more than 15 months may elapse between successive Annual General Meetings.
- 5.2 All Members are entitled to attend any General Meeting of the Society.
- 5.3 All General Meetings must be called by giving a minimum of 21 clear days written notice to the Members. The notice shall specify the date, time and location of the General Meeting as well as an overview of the agenda.
- 5.4 The Chair or some other Trustee elected by those present shall be in charge of chairing the Meeting.
- 5.5 The person appointed to Chair the Annual General Meeting shall have no functions or exercise powers except those conferred by this Constitution or delegated to him or her in writing by the Trustees.
- 5.6 Subject to clause 8.5, every decision at the General Meeting is made by a simple majority of the votes cast by the Members present at the Meeting.
- 5.7 Except for the person chairing 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 decision.
- 5.8 There is a quorum at the Annual General Meeting when the number of Members present is at least twice the number of the Trustees in office at the start of the meeting. The only exception is at a General Meeting where the Society is being dissolved, in which case no quorum requirement need be met.
- 5.9 At an Annual General Meeting the Members will:
  - 5.9.1 Receive the accounts of the Society for the previous financial year.

- 5.9.2 Receive the report of the Trustees on the Society's activities since the previous Annual General Meeting.
  - 5.9.3 Elect the Trustees for the new school year.
  - 5.9.4 Appoint an independent examiner or auditor for the Society.
  - 5.9.5 Discuss and determine any issue of policy or deal with any other business proposed by any Member present at the Meeting.
- 5.10 The Secretary or, if he or she is unable or unwilling, any other Trustee should produce and circulate written minutes of the Annual General Meetings, including: (a) the agenda; (b) the names of the Members present at the Meeting; (b) the list of matters discussed at the meetings; (c) results from votes cast.
- 5.11 All General Meetings other than the Annual General Meetings shall be called Special General Meetings.
- 5.12 The Trustees may call a Special General Meeting at any time, if requested to do so by a simple majority of the Trustees, or by a minimum of ten Members of the Society in writing to the President. The written request must state the nature of the business that is to be discussed. If the Trustees fail to hold the meeting within 21 clear days of the written request, the Members may proceed to call a Special General Meeting but in doing so they must comply with the provisions of this Constitution.
- 5.13 No alteration to this Constitution may be made except at the Annual General meeting, or at a Special General Meeting called for this purpose.
- 5.14 No amendments or alterations shall be made without the prior permission of the Commission to clauses 2, 5.14, 8.6 or Clause 19, and no alteration shall be made which would cause the Society to cease to be a charity under law.
- 5.15 Alterations to the Constitution shall receive the assent of two-thirds of the Members present and voting, at the Annual or Special General Meeting.

## **6 APPOINTMENT OF COMMITTEE, TRUSTEES, OFFICERS**

- 6.1 The Society and its property shall be managed and administered by the Committee comprising the President and the Committee Members, elected in accordance with this Constitution.
- 6.2 The Committee Members shall be the Trustees of the Charity.
- 6.3 The Committee shall consist of no less than five and no more than fifteen Committee Members.
- 6.4 The President of the Charity shall be the Head Teacher or Deputy Head Teacher.
- 6.5 An Honorary Member may be appointed as an Advisor to the Committee, in recognition of outstanding service to the Society, but will not be a Member of the Committee.
- 6.6 The President may appoint a member of staff as a Committee Member.
- 6.7 The remaining Committee Members will be elected at the Annual General Meeting by the Members of the Charity, and must be Members themselves.
- 6.8 Nominations for election to the Committee may be made by any Member of the Association and seconded by another. Such nomination must have the consent of the

nominee. Nominations should be made in writing to the President at any time before the Annual General Meeting.

- 6.9 If no nominations for a Committee Membership position are received by the President of the Society before the Annual General Meeting, any Member present may nominate a person for that position, with his or her consent, at the Meeting.
- 6.10 The elected Committee Members will vote to appoint the Officers from within their number, i.e. the Chair, Treasurer and Secretary.
- 6.11 At the discretion of the Committee, additional Officers, such as Vice Chair, Vice Secretary, Vice Treasurer, may also be appointed.
- 6.12 Each of the Committee Members, with the exception of the President, shall retire with effect from the start of the next Annual General Meeting after his or her appointment, but shall be eligible for re-election at that Annual General Meeting.
- 6.13 No individual Member shall serve more than two consecutive years in the same Officer role (i.e. Chair, Vice-Chair, Secretary or Treasurer), but this does not prevent that same individual from being appointed to a new Officer role, nor from being elected as a Trustee.

## **7 DISQUALIFICATION AND REMOVAL OF TRUSTEES**

- 7.1 A Trustee automatically ceases to hold office if he or she:
  - 7.1.1 Is disqualified from acting as a Trustee by virtue of sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision);
  - 7.1.2 Ceases to be a member of the Society;
  - 7.1.3 In the written opinion, given to the Society, 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;
  - 7.1.4 Resigns as a Trustee by notice to the Society (but only if at least two Trustees will remain in office when the notice of resignation is to take effect); or
  - 7.1.5 Is absent without the permission of the Trustees from all their meetings held within a period of six consecutive months and the Trustees resolve that his or her office be vacated.
  - 7.1.6 The Trustee is removed from his office by a resolution of the majority of the other Trustees that it is in the best interests of the Society that his or her office is terminated.
- 7.2 A resolution to remove a Trustee may only be passed if:
  - 7.2.1 The Trustee Member has been given at least fourteen days' notice in writing of the meeting of the other Trustees at which the resolution will be proposed and the reasons why it is to be proposed;
  - 7.2.2 The Trustee Member or, at the option of him/her, the Member's representative (who need not be another Member of the Society) has been allowed to make representations to the meeting.

- 7.2.3 The Trustee that has received such notice of removal must cease immediately to act as a Trustee, pending the final resolution. He or she can resume office if the resolution is for the Trustee to remain in office.

## **8 POWERS OF TRUSTEES**

- 8.1 The Trustees must manage the business of the Society and have the following powers in order to further the Objects (but not for any other purpose):
- 8.1.1 To raise funds. In doing so, the Trustees must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations.
  - 8.1.2 To publish or distribute information about the Society.
  - 8.1.3 To obtain and pay for goods and services, as necessary for carrying out the work of the Society, including all appropriate insurance cover.
  - 8.1.4 To contract, transact, and communicate with other bodies, to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them in accordance with this Constitution and to promote the Objects.
  - 8.1.5 To buy, take on lease, or in exchange, hire, or otherwise acquire any property and to maintain and equip it for use, as necessary for carrying out the work of the Society;
  - 8.1.6 To sell, lease or otherwise dispose of all or any part of the property belonging to the Society. In exercising this power, the Trustees must comply as appropriate with sections 117 - 122 of the Charities Act 2011;
  - 8.1.7 To set aside income as a reserve for special purposes or against future expenditures, but only in accordance with a written policy about reserves.
  - 8.1.8 To open and operate bank and other accounts as the Trustees consider necessary and to invest funds or delegate the management of the funds in the same manner and subject to the same conditions as the Trustees are permitted to do by the Trustee Act 2000;
  - 8.1.9 To take out public liability and personal accident insurance to cover Society meetings, activities, Members or Trustees, to insure the Society's property against any foreseeable risk and take out other insurance policies to protect the Society where required.
  - 8.1.10 To do all such other lawful things as are necessary for the achievement of the Objects of the Society.
- 8.2 The Trustees shall make Rules consistent with this Constitution about the Trustees and Sub-Committees, about the governing of proceedings at General and Special Meetings and, generally, about the running of the Society, including the operation of bank accounts and funds raised.
- 8.3 Any matter not provided for in this Constitution shall be dealt with by the Trustees, whose vote shall be deemed final, with the exception that the President of the Society shall have the ultimate decision on all educational matters.
- 8.4 A Trustee may not appoint anyone to act on his or her behalf at meetings of the Trustees.

- 8.5 Any meeting of Trustees at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Trustees.
- 8.6 No alteration of this Constitution or any special resolution shall have retrospective effect to invalidate any prior act of the Trustees.

## **9 PROCEEDINGS OF TRUSTEES**

- 9.1 The Trustees must hold at least one Committee Meeting per term at such time and place as the Committee shall decide.
- 9.2 Any Trustee may call a Committee Meeting of the Trustees.
- 9.3 Upon request by a Trustee, the Secretary must call a Committee Meeting.
- 9.4 A Trustee shall be appointed to chair the Committee Meeting.
- 9.5 The person appointed to chair the Meeting shall have no functions or exercise powers except those conferred by this Constitution or delegated to him or her in writing by the Trustees.
- 9.6 No decision may be made by the Committee at a Meeting unless a quorum of one-third of the total number of Trustees is present at the time of voting.
- 9.7 A Trustee shall not be counted in the quorum present at the Meeting when any decision is made about a matter upon which that Trustee is not entitled to vote.
- 9.8 Every decision shall be taken by a simple majority of the votes cast at the Meeting.
- 9.9 Except for the Trustee in charge of chairing the Meeting, who has a second or casting vote in case of a divided (tied) vote, every Trustee has one vote on each issue.
- 9.10 A resolution in writing signed by all Trustees entitled to receive notice of a 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 Trustees or (as the case may be) a Sub-Committee of Trustees duly convened and held.

## **10 CONFLICTS OF INTERESTS & CONFLICTS OF LOYALTIES**

A Trustee must:

- 10.1 Declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Society or in any transaction or arrangement entered into by the Society, which has not been previously declared.
- 10.2 Whenever a Trustee has a personal interest, including but not limited to any personal financial interest, in which it is possible for a conflict to arise in a matter to be discussed at a Committee Meeting, the Trustee must:
  - 10.2.1 Declare that interest before discussion begins on the matter.
  - 10.2.2 Withdraw from that part of the meeting unless expressly invited.
  - 10.2.3 Not be counted in the quorum for that part of the meeting.
  - 10.2.4 Withdraw during the vote and have no vote on that matter.



- 10.3 Absent himself or herself from any discussions of the Society Trustees in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Society and any personal interest (including but not limited to any personal financial interest).
- 10.4 Any Society Trustee absenting himself or herself from any discussions in accordance with this clause must not vote or be counted as part of the quorum in any decision of the Society Trustees on the matter.

## **11 DELEGATION TO SUB-COMMITTEES**

- 11.1 The Trustees may delegate any of their powers or functions to a Committee of two or more members.
- 11.2 At least one Member of every Sub-Committee must be a Trustee.
- 11.3 The Trustees may impose conditions when delegating, including the conditions that:
  - 11.3.1 The relevant powers are to be exercised exclusively by the Committee to whom they delegate;
  - 11.3.2 No expenditure may be incurred on behalf of the Society except in accordance with a budget previously agreed with the Trustees or with their specific written permission.
  - 11.3.3 The Trustees may revoke or alter a delegation at any time.
  - 11.3.4 All acts and proceedings of any Sub-Committees must be fully and promptly reported to and agreed with the Trustees.

## **12 MINUTES**

- 12.1 The Trustees must keep minutes of all:
  - 12.1.1 Appointments of Officers and Trustees made by the Trustees;
  - 12.1.2 Proceedings at meetings of the Society;
  - 12.1.3 Meetings of the Trustees and Sub-Committees including:
    - 12.1.3.1 Names of the Trustees present at the meeting
    - 12.1.3.2 The decisions made at the meetings; and
    - 12.1.3.3 Where appropriate the reasons for the decisions.
- 12.2 All written and electronic communications and records of the Society and its Members and Trustees shall be archived and available.

## **13 ACCOUNTS, ANNUAL REPORTS, ANNUAL RETURNS**

- 13.1 The Trustees must comply with the requirements of the Charities Act 2011 as to the keeping of financial records, the audit or independent examination of the accounts, and the preparation and transmission to the Commission of:
  - 13.1.1 Annual reports.

- 13.1.2 Annual returns.
- 13.1.3 Annual statements of accounts.
- 13.2 Trustees of the Society must keep proper records of:
  - 13.2.1 All proceedings at General Meetings (i.e., AGMs and SGMs).
  - 13.2.2 All proceedings at Committee Meetings.
  - 13.2.3 All Sub-Committee reports.
- 13.3 Trustees of the Society must make annual reports and statements of accounts, relating to the Society, available for inspection.
- 13.4 Trustees of the Society must notify the Commission promptly of any changes to the Society's entry on the register of Charities.
- 13.5 The Treasurer shall keep and make available accounts of all income and expenditure and shall submit accounts for each year ending 31st August at the following Annual General Meeting.
- 13.6 The Committee shall appoint and receive an audit by a qualified independent auditor for every year's accounts.
- 13.7 All accounts, particulars and reports of the Society and relevant communications and reports of third parties and should be recorded and made permanently available.

#### **14 REGISTERED PARTICULARS**

- 14.1 The Trustees must notify the Commission promptly of any changes to the Society's entry on the Central Register of Charities.

#### **15 APPLICATION OF INCOME & PROPERTY**

- 15.1 The income and property of the Society must only be used to fulfil the Objects.
- 15.2 A Society Member or Trustee is entitled to be reimbursed from the property of the Society or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Society, according to the rules of the Charity.
- 15.3 A Trustee may benefit from Trustee indemnity insurance cover purchased at the Society's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.
- 15.4 None of the income or property of the Society may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the Society.

#### **16 BENEFITS AND PAYMENTS TO TRUSTEES AND CONNECTED PERSONS**

- 16.1 No Trustee or connected person may:
  - 16.1.1. Buy or receive any goods or services from the Society on terms preferential to those applicable to members of the public;

- 16.1.2. Sell goods, services or any interest in land to the Society;
- 16.1.3. Be employed by, or receive any remuneration from, the Society;
- 16.1.4. Receive any other financial benefit from the Society; unless the Payment is permitted by the Constitution, or authorised by the court or the Commission. In this clause, a 'financial benefit' means a benefit, direct or indirect, which is either money or has a monetary value.

## **17 PROPERTY**

The Trustees must ensure the title to:

- 17.1 (a) all land held by or in trust for the Society that is not vested in the Official Custodian of Charities; and (b) all investments held by or on behalf of the Society, is vested either in a corporation entitled to act as custodian Trustee or in not less than three individuals appointed by them as holding Trustees.
- 17.2 The terms of the appointment of any holding Trustees must provide that they may act only in accordance with lawful directions of the Trustees and that if they do so they will not be liable for the acts and defaults of the Trustees or of the members of the Society.
- 17.3 The Trustees may remove the holding Trustees at any time.

## **18 NOTICES**

- 18.1 Notices of Annual or Special General Meetings of the Society may be sent by hand, by post, by suitable electronic communication (such as email) or in any newsletter distributed by the Society to its Members.
- 18.2 Notifications by hand may include distribution to parents, guardians and carers via their children with or without other communications from the school.
- 18.3 A technical defect in the giving of notice that the Member or Trustees are unaware of at the time does not invalidate decisions taken at a General Meeting.

## **19 DISSOLUTION**

- 19.1 The Society shall be dissolved by a resolution presented at a Special General Meeting called for this purpose. The resolution must have the agreement of two-thirds of those present and voting and may give instructions for the disposal of any assets remaining after paying the outstanding debts and liabilities of the Society.
- 19.2 Those assets shall not be distributed among the Members of the Society but will be given to the School for the benefit of the pupils, or in the event of the School closing, to the school to which the majority of children of the closing School will go, or in any manner which is exclusively charitable in law.
- 19.3 The Trustees must notify the Commission promptly that the Society has been dissolved. The Trustees must comply with any request from the Commission, including providing the Society's final accounts.

## 20 DEFINITIONS

<b>Address:</b>	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 Society
<b>AGM:</b>	An annual general meeting of the Members of the Society
<b>The Society:</b>	The charity constituted by this Constitution
<b>The Chair:</b>	The Chair of the Society elected by the Committee
<b>Trustees:</b>	The members of the Committee who are also the “charity trustees” as defined in section 177 of the Charities Act 2011.
<b>Clear day:</b>	24 hours from midnight following the triggering event
<b>The Commission:</b>	The Charity Commission for England and Wales: charitycommission.gov.uk
<b>The Committee:</b>	The committee appointed in accordance with this constitution and (where the context requires) includes all committee members/Trustees
<b>Committee member/Trustee:</b>	A Member of the Committee elected at the AGM by the Membership
<b>SGM:</b>	A general meeting of the Members of the Society which is not an AGM
<b>General meetings:</b>	Any AGM or SGM
<b>Governing Body:</b>	The Governing Body of the school
<b>Headteacher:</b>	Headteacher or Principal of the school
<b>Independent Examiner:</b>	Meaning prescribed by section 145(1)(a) of the Charities Act 2011
<b>Member and Membership:</b>	Refer to Members of the Society as set out in clause 4
<b>Months:</b>	Calendar months
<b>The Objects:</b>	The charitable Objects of the Society set out in clause 2
<b>Permanent trading:</b>	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
<b>School</b>	St George’s (Hanover Square) School
<b>Written or in writing:</b>	Refers to a legible document on paper including a fax message or an electronic communication where the Member committee member/Trustee has agreed to receipt of notices by electronic means
<b>Year:</b>	Calendar year

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 (Place).....

ON (Date).....

**To Be Signed by the President:**

NAME.....

POSITION.....

SIGNATURE.....

**To be signed by two Witnesses:**

NAME.....

ADDRESS.....

.....

.....

POSITION.....

SIGNATURE.....

NAME.....

ADDRESS.....

.....

.....

POSITION.....

SIGNATURE.....