



**Constitution of the Friends of Poplar Primary School**  
**Charity Registration Number 1103926**

|                   |                                |               |
|-------------------|--------------------------------|---------------|
| <b>Section 1</b>  | <b>Overview</b>                | <b>Page 2</b> |
| <b>Section 2</b>  | <b>Objectives</b>              | <b>Page 3</b> |
| <b>Section 3</b>  | <b>Powers</b>                  | <b>Page 3</b> |
| <b>Section 4</b>  | <b>Membership</b>              | <b>Page 3</b> |
| <b>Section 5</b>  | <b>General Meetings</b>        | <b>Page 4</b> |
| <b>Section 6</b>  | <b>The Committee</b>           | <b>Page 4</b> |
| <b>Section 7</b>  | <b>Committee Meetings</b>      | <b>Page 5</b> |
| <b>Section 8</b>  | <b>Powers of the Committee</b> | <b>Page 5</b> |
| <b>Section 9</b>  | <b>Property and Funds</b>      | <b>Page 6</b> |
| <b>Section 10</b> | <b>Records and Accounts</b>    | <b>Page 6</b> |
| <b>Section 11</b> | <b>Notices</b>                 | <b>Page 6</b> |
| <b>Section 12</b> | <b>Amendments</b>              | <b>Page 6</b> |
| <b>Section 13</b> | <b>Dissolution</b>             | <b>Page 7</b> |
| <b>Section 14</b> | <b>Interpretation</b>          | <b>Page 8</b> |

**Agreed and adopted by the Members of the Association at the Annual General Meeting on Friday 18 March 2016**

## SECTION 1 Overview

### 11 Association Details

|                |                                                                                      |
|----------------|--------------------------------------------------------------------------------------|
| Name           | Friends of Poplar Primary School                                                     |
| Address        | Care of Poplar Primary School<br>Poplar Road South<br>Merton Park<br>London SW19 3JZ |
| E-mail address | <a href="mailto:poplarprimarypta@gmail.com">poplarprimarypta@gmail.com</a>           |

**1.2. Type of Association** Classified as Friends of the School Association

### 1.3. School Details

|                  |                                                          |
|------------------|----------------------------------------------------------|
| Name             | Poplar Primary School                                    |
| Address          | Poplar Road South<br>Merton Park<br>London SW19 3JZ      |
| Website          | <a href="http://poplarprimary.org">poplarprimary.org</a> |
| Telephone number | 020 8542 6989                                            |

### 1.4. The Committee

The Committee of the Association shall comprise the following:

- i. Chair;
- ii. Secretary;
- iii. Treasurer;
- iv. Up to 18 Ordinary Committee Members (usually parents or carers);
- v. The Head Teacher or their nominated representative;
- vi. Up to 2 additional nominated members of staff from the School; and
- vii. Up to 4 Co-opted Members.

The Committee shall be governed and operate in accordance with the terms and conditions set out in this document.

## **SECTION 2 Objectives**

The objectives of the Association are to advance the education of pupils in the School particularly by:

- 2.1 developing effective relationships between the staff, parents and others associated with Poplar Primary School; and
- 2.2 engaging in activities and providing facilities or equipment that support Poplar Primary School and advance the education of the pupils.

## **SECTION 3 Powers**

The Association has the following powers, which may be exercised only in promoting the Objects:

- 3.1 to provide advice;
- 3.2 to publish or distribute information;
- 3.3 to co-operate with other bodies;
- 3.4 to raise funds but not by means of taxable trading;
- 3.5 to acquire or hire property of any kind;
- 3.6 to make grants or loans of money, give guarantees, set aside funds for special purposes or as reserves against future expenditures;
- 3.7 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 need for diversification;
- 3.8 to take out public liability and personal accident insurance to cover Association meetings, activities, Officers and Committee Members to insure the Association's property against any foreseeable risk and take out other insurance policies to protect the association where required;
- 3.9 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;
- 3.10 subject to clause 9.2, to employ paid or unpaid agents, staff or advisers;
- 3.11 to enter into contracts to provide services to or on behalf of other bodies;
- 3.12 to pay the costs of forming the Association; and
- 3.13 to do anything else within the law which promotes the Objects PROVIDED THAT the Committee may not undertake any activity in the school premises without the consent of the Head Teacher.

## **SECTION 4 Membership**

- 4.1 Members of the Association are any and all parents and carers of any pupil currently attending Poplar Primary School.
- 4.2 The Officers can ask the Committee to vote on any person wishing to offer appropriate support or help to the School and who is acceptable to the majority of the Committee.
- 4.3 A majority of the Committee may for good reason exclude any person from membership whose presence at or support of the School is deemed a danger to the School or its pupils or staff or who might bring the Association into disrepute but only after notifying the Member concerned in writing and considering the matter in the light of any written representations which the member puts forward within 14 days after receiving notice.

## **SECTION 5 General Meetings**

- 5.1 All members are entitled to attend and vote at any Annual General Meeting or Extraordinary General Meeting.
- 5.2 General Meetings are called by 14 days' written notice to the Members specifying the business to be transacted.
- 5.3 There is a quorum at a General Meeting if the numbers of the non-committee Members personally present exceeds the number of Committee Members in office at the commencement of the meeting.
- 5.4 The Chair or next senior member from the Officers presides at a General Meeting.
- 5.5 Except where otherwise stated in this Constitution, every Member present in person at a General Meeting has a single vote on each issue and a simple (51%) majority of these single votes decides the outcome.
- 5.6 The Chair of the Meeting shall not vote except that they shall have a single vote in the event of the Meeting being unable to reach a decision on a majority basis.
- 5.7 An Annual General Meeting (AGM) must be held in every School year.
- 5.8 At an AGM the Members:
  - 5.8.1 receive the Accounts of the Association for the previous financial year;
  - 5.8.2 receive the report of the Committee on the Association's activities;
  - 5.8.3 elect new Members and Officers if required;
  - 5.8.4 appoint an independent examiner or auditor for the Association if its income exceeds £10,000 per annum; and
  - 5.8.5 discuss and determine any issues of policy or deal with any other business.
- 5.9 An Extraordinary General Meeting may be called at any time by the Committee and must be called within 14 days after a written request to the Committee from at least 10 Members.

## **SECTION 6 The Committee**

- 6.1 The Committee as charity trustees have control of the Association and its property and funds.
- 6.2 The Committee when complete shall comprise of the Officers and other persons set out in clause 1.4, all of whom must be Members of the Association.
- 6.3 Elections of Committee Members and Officers:
  - 6.3.1 Committee Members and (subject to clause 6.6) Officers are normally elected at the AGM.
  - 6.3.2 Elections of new Members and Officers are held annually at the AGM to enable retiring Committee Members to be replaced on a rolling basis and ensure the continuity of the Association. Nominations for election to the Committee may be made by one Member seconded by another. Such nomination 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.
  - 6.3.3 Committee Members remain in post until they cease to be a Member in accordance with clause 6.7.
  - 6.3.4 Officers are appointed for a 1 year period (and may, but without obligation, continue in post subject to re-election and clause 6.3.5).
  - 6.3.5 The maximum length of time that a Committee Member may hold an Officer position is 6 years in total (subject to being re-elected at the required time). This period of 6 years may be continuous or broken.
  - 6.3.5 An Officer may (but is not obliged) to remain an Ordinary Committee Member following their resignation from an Officer post.

- 6.4 Co-opted Committee Members may be co-opted by the Committee at any time and hold office until the next AGM, but shall not have a vote at Committee Meetings until they are voted on as full Committee Members at a General Meeting.
- 6.5 Any Officer post may be fulfilled either by a single person or by 2 or more people sharing the post as co-Officers.
- 6.6 Any Ordinary Committee Member may be appointed by the Committee to fill a vacant Officer post or (in the absence of any such appointment, to share the functions of that Officer) until the next Annual General Meeting or any interim period that the Committee may decide.
- 6.7 A Committee Member automatically ceases to be a member of the Committee if he or she:
- 6.7.1 is disqualified under the Charities Act 1993 from acting as a charity trustee;
  - 6.7.2 is incapable, whether mentally or physically, of managing his or her own affairs;
  - 6.7.3 ceases to be a Member of the Association;
  - 6.7.4 resigns by written notice to the Committee; or
  - 6.7.5 is removed by a resolution passed by all the other Members of the Committee after inviting the views of the Committee member concerned and considering the matter in the light of any such views.
- 6.8 A retiring Committee Member is entitled to an indemnity from the continuing Committee Members at the expense of the Association in respect of any liabilities properly incurred while he or she held office.
- 6.9 A technical defect in the appointment of a Committee Member of which the Committee are unaware at the time does not invalidate decisions taken at a meeting.

## **SECTION 7 Committee Meetings**

- 7.1 The Committee must hold at least one meeting per term.
- 7.2 The Chair or next senior member from the Officers presides at each Committee meeting.
- 7.3 Every issue and decision of the Committee may be determined by a simple majority of the votes cast at a Committee meeting. The Committee has authority to commit expenditure of up to £500 (for a single item or collective purchases) at any Committee meeting, subject to there being sufficient funds available. For major financial decisions (committing expenditure in excess of £500), it is necessary that a simple majority of the total current membership of the Committee Members vote in favour of such expenditure.
- 7.4 A resolution in writing (including by email or other electronic means) sent to all Committee Members and approved by a simple majority of Committee Members shall be valid and effective as if it had been passed at a properly called and constituted meeting of the Committee.
- 75 With the exception of the Chair, every Committee Member has one single vote on each issue. The Chair does not have a vote except when there is a tie, when the Chair will have one casting vote to resolve the decision.

## **SECTION 8 Powers of the Committee**

The Committee have the following powers in the administration of the Association:

- 8.1 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 sub-committees must be reported promptly to the Committee;
- 8.2 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 operation of bank account/s and the commitment of funds.

## **SECTION 9 Property and Funds**

- 9.1 The property and funds of the Association must be used only for promoting the Objects.
- 9.2 No Committee Member may receive any payment of money or other material benefit, whether direct or indirect, from the Association except:
  - 9.2.1 regarding Indemnity Insurance (see clause 3.8) or regarding fees (see clause 9.2.3);
  - 9.2.2 reimbursement of reasonable out-of-pocket expenses actually incurred in the administration of the Association;
  - 9.2.3 in the case of an individual Member, charitable benefits in his or her capacity as a beneficiary subject to compliance with clause 9.3 below;
- 93 whenever a Committee Member has a personal interest in a matter to be discussed at a Committee meeting, the Committee Member must:
  - 9.3.1 declare that interest beforehand;
  - 932 withdraw from that discussion unless expressly invited to remain;
  - 9.3.3 not be counted in the quorum for the outcome; and
  - 9.3.4 withdraw during the voting procedure.

## **SECTION 10 Records and Accounts**

- 10.1 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:
  - 10.1.1 annual reports and returns; and
  - 10.1.2 annual statements of account;
- 10.2 The Committee must keep proper records of:
  - 10.2.1 all proceedings at general meetings;
  - 10.2.2 all proceedings at Committee meetings; and
  - 10.2.3 all reports of sub-committees.
- 103 Annual reports and statements of account relating to the Association must be made available for inspection by any Member of the Association.

## **SECTION 11 Notices**

- 11.1 Notices under this Constitution may be sent by hand, or by post or by suitable electronic means or in any newsletter distributed by the Association. Notification by hand may include distribution to parents, guardians and carers via their children with or without other communications from the School.
- 11.2 The address at which a Member is entitled to receive notices (if sent by post) is the last known address of the Member and the same applies to e-mail addresses.
- 11.3 A technical defect in the giving of notice of which the Members or the Committee Members are unaware at the time does not invalidate decisions taken at a meeting.

## **SECTION 12 Amendments**

This Constitution may be amended at a general meeting by two-thirds majority of the votes cast, provided:

- 12.1 Members must be given 14 days notice of the proposed amendments; and

- 12.2 no amendment is valid if it would make a fundamental change to the Objects or to this clause or destroy the charitable status of the Association.

### **SECTION 13 Dissolution**

- 13.1 The Association may be dissolved by a resolution presented at a specifically called EGM. The resolution must have the assent of two thirds of those present. Such resolution may give instructions for the disposal of any assets remaining after satisfying any outstanding debts and liabilities.
- 13.2 The net assets shall not be distributed among the members of the Association but will be given to Poplar Primary School for the benefit of the pupils of the School, or in the event of the closing of the School to such other neighbouring school or schools the Committee shall decide. If effect cannot be given to this provision then the assets can be given to some other charitable trust.

## SECTION 14 — Interpretation

Capitalised terms shall have the meaning set out next to them below where used in this document. 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. Any reference to a clause is to a clause of this Constitution. Headings are for reference only.

- AGM an Annual General Meeting of the Members of the Association
- the Association the Charity of Friends of Poplar Primary School
- the Chair the Chair of the Association elected at the most recent AGM or otherwise appointed by the Committee in accordance with clause 6.6 of this Constitution
- Charity Trustees has the meaning prescribed by Section 97(1) of the Charities Act 1993
- the Commission the Charity Commissioners for England and Wales
- the Committee the governing body of the Association
- Committee Member a member of the Committee
- Co-opted a member of the Committee appointed by the Committee
- EGM a general meeting of all members which is not an AGM
- fundamental change a change that would not have been thought to occur
- General Meeting any AGM or EGM
- governing body the governing body of the School
- Head Teacher the Headteacher or principal of the School
- independent examiner has the meaning prescribed by Section 43(3)(a) of the Charities Act 1993
- material benefit something that has a monetary value not just financial value
- Member a single member or members of the Association
- months/year calendar months or a calendar year
- the Objects the objects referred to in clause 2 of this document
- Officers the Chair, Secretary and Treasurer of the Committee (and Officer shall refer to any of them)
- Ordinary Committee Member a Committee Member who is not an Officer, a Co-opted Member or appointed to the Committee as a staff representative of the School
- School Poplar Primary School
- Secretary the secretary of the Association elected at the most recent AGM or otherwise appointed by the Committee in accordance with clause 6.6 of this Constitution
- taxable trading the carrying on of a business on a continuous basis for raising funds and which is not in line with the Objects
- Treasurer the treasurer of the Association elected at the most recent AGM or otherwise appointed by the Committee in accordance with clause 6.6 of this Constitution
- written/in writing a legible document on paper, fax or e-mail