



FRIENDS OF BINFIELD SCHOOL
REGISTERED CHARITY NUMBER 1079512
MINUTES OF THE SPECIAL GENERAL MEETING – THURSDAY 14TH JULY 2022

PRESENT

Kerry Mistry
Debs Conneely
Claire Turner
Martyna Goncalves
Nick Foster
Ali Melabie
Stanford Chinhakwe

Kate Hayes
Hayley Hammond
Naomi Winmill
Victoria Lunn
Jess Simpson
Karen Hardy
Charlotte Light

Purveen Hira
Jo Maher
Lorraine Parker
Briarley Jenvey
Rachel Parker
Jackie Kelley

2. APOLOGIES

Suzie Featherstone-Wright

Tania Chizlett

Lisa Collins

3. REVIEW & DISCUSSION ON PROPOSED REVISIONS TO CONSTITUTION

Jo reviewed the proposed revisions, mainly around clarifying core and general members and member voting rights (see appendix 1, revisions highlighted in red font).

4. APPROVAL OF REVISED CONSTITUTION

It was unanimously agreed by everyone present to adopt the revised constitution and this will signed by the Chairperson prior to issue.

Friends of Binfield School: Constitution and governing practices

June ~~2018~~ 2022

This document is for use by The Friends of Binfield School and any sub-committees and community groups where The Friends of Binfield School is actively involved with fundraising and or event activities on behalf of Binfield Church of England Primary School. The document will form the legal framework and governance by which The Friends of Binfield school, and associated committees and groups will work within to raise money to support the above mentioned school.

Charity Registration

The constitution for The Friends of Binfield School is registered with the Charity Commission at the following address:

Charity Commission for England and Wales:

Charity Commission Direct

PO Box 1227

Liverpool

L69 3UG

The Charity Number for The Friends of Binfield School is: **1079512**

The declaration on the last page of this document is signed by the Chair of the meeting at which it is adopted and witnessed by a member of the Association who is present at the meeting.

1. VARIABLES LIST

1.1 The type of association that is set up is:

Friends of the School	✓
Home-School Association	
Parent Staff Association	
Parent Teacher Association	
Parents Association	
Other	

1.2 Association name in full: The Friends of Binfield School (herby referred to as FOBS in this document).

1.3 School name in full: Binfield Church of England Primary School

1.4. School address: Benetfeld Rd, Binfield, Bracknell RG42 4EW

1.5 The Committee

The minimum number of Committee members for FOBS to operate will be 4. The minimum Committee will be made up of a Chair or Co Chairs, Vice Chair, a Treasurer and Secretary (~~Core committee/Trustees~~). **These roles form the basis of the Core Committee and those filling them are also Trustees of the Charity as registered with the Charity Commission.** There is no restriction on the maximum number of **Core Committee** ~~roles members/trustees~~. However, care should be taken that the **Core** Committee does not become

too large. **All other members shall be known as General Committee Members. For the avoidance of doubt, 'committee members' mentioned in this document refers to both Core and General Members.**

1.6 Our financial year is 1st September to 31st August.

At the Annual General Meeting of FOBS, the Committee should formally elect the **minimum number of Core Committee** positions. Current position holders can nominate to be re-elected. These must be seconded. The seconds can be made up of General Committee Members.

Where FOBS has annual events or activities that have sub committees, these sub Committees will be governed within the guidelines set out in this Constitution.

2. CHARITABLE PURPOSE ('OBJECTS')

The object of the association (the objects) is to advance the education of pupils in the school in particular by:

- a) Developing effective relationships between the staff, parents and others associated with the school
- b) To promote close cooperation and communication between the school, parents and teachers
- c) To engage in activities and or provide facilities or equipment which support and advance the welfare and the education of the pupils and the school.

3. POWERS

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

3.1 To publish or distribute information regarding all FOBS activities.

3.2 To co-operate with other bodies to facilitate the delivery of FOBS objects.

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

3.4 To acquire or hire property of any kind

3.5 To set aside funds for special purposes or as reserves against future expenditure

3.6 To deposit funds in a lawful manner

3.7 To ensure we have adequate public liability and personal accident insurance to cover association meetings, activities, committee members/trustees, to insure the association's property against any foreseeable risk and take out other insurance policies to protect the association where required.

3.8 To instruct 3rd party providers/advisors as paid suppliers to aid in the delivery of FOBS organised events/activities and or equipment

3.9 To obtain and pay for goods and services as are necessary for carrying out the work of the charity

3.10 To consult parents on their views

3.11 To open and operate bank and other accounts as the committee members consider necessary

3.12 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 Head Teacher.

4. MEMBERSHIP

Members of the association are:

Any person over the age of 18 wishing to offer appropriate support and/or help to the school and who is accepted by the committee as a member, to join FOBS

4.1 Any parent/guardian/grandparent, over the age of 18, whose child is currently in attendance at the school, is automatically a member of FOBS.

4.2 Any member of the public; over the age of 18, that would like to provide expert help or advice with fundraising activities on behalf of FOBS may become an associated member for a limited time as agreed at the time of the invitation. DBS checks may be required in accordance with the latest school policy.

4.2.1 No member automatically becomes part of the Friends of Binfield School Committee. Any member is welcome to join the Committee at any time **after attending a FOBS meeting and requesting to do so.**

4.3 FOBS Membership is terminated if:

4.3.1 the member dies

4.3.2 you no longer have children in Yr R to Yr 6

4.3.3 at the request of the Head Teacher/governors.

5. MEETINGS (COMMITTEE, ANNUAL AND EXTRAORDINARY)

5.1 All members are entitled to attend any General Committee meeting of the association.

5.2 All General Meetings are called by giving 7 clear days written notice of the meeting to the members. The notice should specify the date, time and location of the General Meeting as well as give an overview of the agenda. This rule applies for all sub committees of the association.

5.3 There is a quorum at a General Meeting and the AGM when the total number of committee members present is at least 3, which must include at least 2 of the following 4 **Core** committee members listed: Chair, Vice Chair, Treasurer, Secretary.

5.4 The Chair or (if the Chair is unable or unwilling to do so) some other **Core** committee member/trustee elected by those present is in charge of a General Meeting.

5.5 Except where otherwise provided in this constitution every issue at a General Meeting is decided by a simple majority of the votes cast by the committee members present at the meeting. A resolution which is in writing (including by email) and signed by all committee members/~~trustees~~ 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.

5.6 Except for the Chair of the meeting, who has a second or casting vote where a vote is equally divided (tied), every committee member present is entitled to one vote on every issue.

5.6.1 Minutes of the meetings must be circulated within 2 weeks of the committee and sub committee meetings. Sub Committee meetings must submit minutes back to the core committee within 2 weeks of Sub Committee meetings taking place. This gives sufficient time for any fundamental decisions regarding activity to be discussed at core committee meetings.

5.7 The association must hold a General Meeting within 12 months of the date of the adoption of this constitution. Thereafter, an Annual General Meeting (AGM) must be held in each subsequent year and not more than 13 months may elapse between successive Annual General Meetings.

5.8 The notice calling the AGM shall be posted at least 21 days in advance, business shall include:

5.8.1 receive the report of the committee members on the association's activities since the previous AGM via a report from the chairman

5.8.2 receive the treasurers reports and accounts of the association for the previous financial year

5.8.3 appointment of office holders including chair, vice chair, treasurer and secretary for the coming year including those on major subcommittees.

5.8.4 appoint an independent examiner or auditor for the association if this is needed

5.8.5 discuss and determine any issues of policy or deal with any other business put before them

5.9 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 6 or more members. As a result, the committee must call an EGM (give all members of the association notice of the EGM) within 30 days of the written requests being received from members. This EGM must happen within 2 months of the written requests being received.

6. THE COMMITTEE

6.1 All appointed **Core** committee members of FOBS are trustees of the charity and have control of the association, its property and funds. ~~The committee members are referred to in this document as committee members.~~

6.2 **Core** Committee members shall retire at each AGM, but shall be eligible for re-election. **Core** Committee members shall be elected at the AGM and shall hold office until the next AGM. The committee may appoint any member to fill a vacancy occurring between AGMs; in line with 6.4

6.3 All **Core** committee members must be members of the association.

6.4 Nominations for election to the **Core** committee may be made by any member of the association and seconded by another. Such nominations 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. 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.

6.5 A **Core** committee member automatically ceases to be a committee member/trustee if he or she:

6.5.1 is disqualified under section 178 of the Charities Act 2011 or any substantial re-enactment from acting as a charity trustee

6.5.2 In the written opinion, given to the charity, 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

6.5.3 is absent from three consecutive meetings of the committee without prior notification to the Secretary

6.5.4 ceases to be a member of the association

6.5.5 resigns by notice to the committee ~~but only~~ if at least 4 committee members/trustees remain in office. ~~Otherwise an EGM must be called to elect a new Core Committee Member in their place (refer to 5.9).~~

6.5.6 is removed by a resolution passed by a majority of other committee members/~~trustees~~. Removal is not effective until the committee member/~~trustee~~ concerned has been notified in writing of the proposal and his/her right to respond within 14 clear days, and the matter has been considered in light of any representations made. The committee members may for good reason, regardless of whether or not this is at the request of the governing body or the Head Teacher, exclude any person from membership or from attending an event whose presence at or support of the school is in conflict with the schools safeguarding policies, or might bring the association into disrepute. Removal is not effective until the member concerned has been notified in writing of the proposal and his/her right to respond within 14 clear days, and the matter has been considered in light of any representations made.

~~6.6 All General Committee Members shall step down at each AGM, but shall be eligible to be voted back in as a General Member. Members of FOBS can become a General Committee Member at any time during the year by attending a FOBS meeting and requesting to do so.~~

~~6.7 A General Committee Member automatically ceases to be a committee member if:~~

- ~~6.7.1. they are absent from three consecutive meetings without prior notification to the secretary. For the avoidance of doubt, they would remain a Member of FOBS as defined in Clause 4.~~
- ~~6.7.2. they are removed by a resolution passed by a majority of other committee members (in accordance with the procedure outlined in 6.5.5)~~
- ~~6.7.3. they cease to become a member of the association.~~

~~6.68~~ All committee members shall be entitled to reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in the administration of the association.

~~6.79~~ A retiring committee member is entitled to an indemnity from the continuing committee members/trustees at the expense of the association in respect of any liabilities properly incurred while he or she held office.

~~6.810~~ 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.

~~6.911~~ The ~~FOBS~~ Committee shall be able to form sub committees to expedite particular areas of business relating to holding events or fundraising. To form a sub committee an event owner must be elected via voting at the FOBS committee meeting. The governance within this constitution will bind the Sub Committee.

~~6.1012~~ All work carried out by committee members is done so on behalf of FOBS. This includes the procurement of any goods, services, designs, websites, logos and materials. This clause applies to any FOBS member working with 3rd parties and on sub-committees run on behalf of FOBS.

7. COMMITTEE MEETINGS

7.1 The committee must hold at least three meetings every academic year.

7.2 The Chair or, if the Chair is unable or unwilling to do so, some other **Core** committee member/~~trustee~~ chosen by the members present is in charge at each committee meeting.

7.3 Except for the Chair of the meeting, who has a second or casting vote, every committee member/~~trustee~~ has one vote on each issue.

7.4 An agenda must be produced at least 3 working days before each meeting. This applies to Sub Committee meetings.

8. POWERS OF COMMITTEE

The following powers are available to the committee to help run the association:

8.1 to delegate any functions of the committee to sub-committees. These must consist of two 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.

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 accounts and the management of funds.

9. PROPERTY & FUNDS

9.1 The property and funds of the association must only be used to fulfil the objects.

9.2 Committee members can enter into contracts with the association for the provision of goods and services to the association (but not contracts of employment with the association except with the prior written consent of the Charity Commission) provided that:

- 9.2.1 the maximum amount is set out in writing and is reasonable for the services provided
- 9.2.2 the committee members are satisfied that the agreement is in the interests of the charity before entering into it
- 9.2.3 the total number of committee members entitled to such remuneration is in the minority from time to time.

9.3 Whenever a committee member has a personal interest in a matter to be discussed at a meeting, the committee member/trustee must:

- 9.3.1 declare an interest before discussion begins on the matter
- 9.3.2 withdraw from that part of the meeting unless expressly invited to remain in order to provide information
- 9.3.3 not be counted in the quorum for that part of the meeting
- 9.3.4 withdraw during the vote and have no vote on the matter.

10. RECORDS & ACCOUNTS

10.1 The committee must comply with the requirements of The Charities Act 2011 or any substantial re-enactment as to the keeping of financial records, the audit or independent examination of accounts and the preparation and transmission to the Charity Commission of:

- 10.1.1 annual reports
- 10.1.2 annual returns
- 10.1.3 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
- 10.2.3 all reports of sub-committees.

10.3 Annual reports and statements of account relating to the association must be made available for inspection by any member of the association.

10.4 The committee must notify the Charity Commission promptly of any changes to the association's entry on the Register of Charities.

11. NOTICES

11.1 Notice of any General Meeting of the association may be sent by hand, by post, by suitable electronic communication (email) or in any newsletter distributed by the association to its members. Notification 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.

11.3 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

This Constitution may be amended at a Special General Meeting or Emergency General meeting of the association by a two-thirds majority of the votes cast but:

12.1 The members must be given 21 clear days' notice of the proposed amendments

12.2 No amendment is valid if it would make a fundamental change to the charitable purpose (objects)/clause 2 or destroy the charitable status of the association and no amendment may be made to clause 9 without the prior written consent of the Charity Commission

12.3 A copy of any resolution amending the constitution must be sent to the Charity Commission within 21 days of it being passed.

13. DISSOLUTION

13.1 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.

13.1.1 A Special General Meeting (called an Extraordinary General meeting or EGM) will be called if the association is being dissolved. All appointed **Core** committee members must be present (unless agreed permitted absence and their vote made to the Chair prior to the meeting). A quorum is formed by all appointed **Core** committee members.

13.2 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. In the event of the school closing any remaining funds could be distributed to a neighbouring school or schools as selected by the committee.

13.3 If it is not possible to dispose of assets as described in clause 13.2 then the assets can be given to another charitable cause provided that the cause is within the objects of the association.

13.4 The committee members must notify the Charity Commission promptly that the association has been dissolved. The committee members/trustees must comply with any request from the commission including providing the association's final accounts.

ADOPTED AT A MEETING

AT (Place)BINFIELD CE PRIMARY SCHOOL.....

ON (Date)14TH JULY 2022.....

NAME

OCCUPATION

SIGNATURE (Name and signature of Chair of meeting)

WITNESS NAME

ADDRESS

.....

OCCUPATION

SIGNATURE (Name, address, occupation and signature of witness)