Constitution of The Friends of St. Catherine's

adopted on the 22nd day of September 2002

A Name.

The name of the Association is The Friends of St. Catherine's (" the charity")

B Administration.

Subject to the matters set out below the Charity and its property shall be administered and managed in accordance with this constitution by the members of the Executive Committee, constituted by clause G of this constitution ("the Executive Committee").

C Objects.

The Charity's objects ("the objects") are to assist in the provision of facilities for education at St. Catherine's School, Twickenham ("the School") and as ancillary thereto and in furtherance of this object the Charity may:

i. Foster more extended relationships between the staff, pupils and others associated with the school, and
ii. Engage in activities which support the School and advance the education of the pupils attending.

The Charity shall not concern itself with the educational policy or management of the school and shall be non-political.

D Powers.

In furtherance of the objects but not otherwise the Executive Committee may exercise the following powers:

(1) power to raise funds and to invite and receive contributions provided that in raising funds the Executive Committee shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the law;
(2) power to buy, take on lease or in exchange any property necessary for the achievement of the objects and to maintain and equip it for use;
(3) power subject to any consents required by law to sell, lease or dispose of all or any part of the property of the Charity;
(4) power subject to any consents required by law to borrow money and to charge all or any part of the property of the Charity with repayment of the money so borrowed;
(5) power to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the objects or of similar charitable purposes and to exchange information and advice with them;
(6) power to establish or support any charitable trusts, associations or institutions formed for all or any of the objects;
(7) power to do all such other lawful things as are necessary for the achievement of the objects.

E Membership.

(1) All parents of present pupils and members of current staff shall be deemed to be members of the Association unless they elect otherwise. Membership shall also be extended to any person desirous of supporting the Association upon application to the Executive Committee.
(2) Every member shall have one vote.
(3) The Executive Committee may by unanimous vote and for good reason terminate the membership of any individual: Provided that the individual concerned shall have the right to be heard, by the Executive Committee, accompanied by a friend, before a final decision is made.

F Honorary Officers.

At the annual general meeting of the Charity the members shall elect from amongst themselves a chairman, up to two vice-chairman, a secretary and a treasurer, who shall hold office from the

conclusion of that meeting.

G Executive Committee.

(1) The Executive Committee shall consist of not less than 6 members nor more than 12 members being:
   (a) the honorary officers specified in the preceding clause;
   (b) not less than 1 and not more than 4 members elected at the annual general meeting who shall hold office from the conclusion of that meeting;
   (c) the President who shall be the Head of the School for the time being.

(2) The Executive Committee may in addition appoint not more than 3 co-opted members but so that no-one may be appointed as a co-opted member if, as a result, more than one third of the members of the Executive Committee would be co-opted members. Each appointment of a co-opted member shall be made at a special meeting of the Executive Committee called under clause J and shall take effect from the end of that meeting unless the appointment is to fill a place which has not then been vacated in which case the appointment shall run from the date when the post becomes vacant.
(3) All the members of the Executive Committee shall retire from office together at the end of the annual general meeting next after the date on which they came into office but they may be re-elected or re-appointed.
(4) The proceedings of the Executive Committee shall not be invalidated by any vacancy among their number or by any failure to appoint or any defect in the appointment or qualification of a member.
(5) Nobody shall be appointed as a member of the Executive Committee who is aged under 18 or who would if appointed be disqualified under the provisions of the following clause.
(6) No person shall be entitled to act as a member of the Executive Committee whether on a first or on any subsequent entry into office until after signing in the minute book of the Executive Committee a declaration of acceptance and of willingness to act in the trusts of the Charity.

H Determination of Membership of Executive Committee.

A member of the Executive Committee shall cease to hold office if he or she:

(1) is disqualified from acting as a member of the Executive Committee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
(2) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
(3) is absent without the permission of the Executive Committee from all their meetings held within a period of six months and the Executive Committee resolve that his or her office be vacated; or
(4) notifies to the Executive Committee a wish to resign (but only if at least three members of the Executive Committee will remain in office when he notice of resignation is to take effect).

I Executive Committee Members not to be personally interested.

No member of the Executive Committee shall acquire any interest in property belonging to the Charity (otherwise than as a trustee for the Charity) or receive remuneration or be interested (otherwise than as a member of the Executive Committee) in any contract entered into by Executive Committee.

J Meetings and proceedings of the Executive Committee.

(1) The Executive Committee shall hold at least one ordinary meetings in each School term. A special meeting may be called at any time by the chairman or by any two members of the Executive Committee upon not less than 4 days' notice being given to the other members of the Executive Committee of the matters to be discussed but if the matters include an appointment of a co-opted member then not less than 21 days' notice must be given.
(2) The chairman shall act as chairman at meetings of the Executive Committee. If the chairman is absent from any meeting, the members of the Executive Committee present shall choose one of their number to be chairman of the meeting before any other business is transacted.

(3) There shall be a quorum when at least one third of the number of members of the Executive Committee for the time being or three members of the Executive Committee, whichever is the greater, are present at a meeting.
(4) Every matter shall be determined by a majority of votes of the members of the Executive Committee present and voting on the question but in the case of equality of votes the chairman of the meeting shall have a second or casting vote.
(5) The Executive Committee shall keep minutes, in books kept for the purpose, of the proceedings at meetings of the Executive Committee and any sub-committee.
(6) The Executive Committee may from time to time make and alter rules for the conduct of their business, the summoning and conduct of their meetings and the custody of documents. No rule may be made which is inconsistent with this constitution.
(7) The Executive Committee may appoint one or more sub-committees consisting of three or more members of the Executive Committee for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Executive Committee would be more conveniently undertaken or carried out by a sub-committee : provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the Executive Committee.

K Receipts and expenditure.

(1) The funds of the Charity, including all donations contributions and bequests, shall be paid into accounts operated by the Executive Committee in the name of the Charity at such banks as the Executive Committee shall from time to time decide. All cheques drawn on the accounts must be signed by at least two members of the Executive Committee.
(2) The funds belonging to the Charity shall be applied only in furthering the objects.

L Property.

(1) Subject to the provisions of sub-clause (2) of this clause, the Executive Committee shall cause the title to:
   (a) all land held by or in trust for the charity which is not vested in the Official Custodian for Charities; and
   (b) all investments held by or on behalf of the charity; to be vested either in a corporation entitled to act as custodian trustee or in not less than three individuals appointed by them as holding trustees. Holding trustees may be removed by the Executive Committee at their pleasure and shall act in accordance with the lawful directions of the Executive Committee. Provided they act only in accordance with the lawful directions of the Executive Committee, the holding trustees shall not be liable for the acts and defaults of its members.
(2) If a corporation entitled to act as custodian trustee has not been appointed to hold the property of the charity, the Executive Committee may permit any investments held by or in trust for the charity to be held in the name of a clearing bank, trust corporation or any stockbroking company which is a member of the International Stock Exchange (or any subsidiary of any such stockbroking company) as nominee for the Executive Committee, and may pay such a nominee reasonable and proper remuneration for acting as such.

M Accounts.

The Executive Committee shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to:

(1) the keeping of accounting records for the Charity;
(2) the preparation of annual statements of account for the charity;
(3) the auditing or independent examination of the statements of account of the Charity; and
(4) the transmission of the statements of account of the Charity to the Commission.

N Annual Report.

The Executive Committee shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Commission.

O Annual Return.

The Executive Committee shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Commission.

P Annual General Meeting.

(1) There shall be an annual general meeting of the Charity which shall be held in the autumn term in each year or as soon as practicable thereafter.
(2) Every annual general meeting shall be called by the Executive Committee. The secretary shall give at least 21 days' notice of the annual general meeting to all the members of the Charity. All the members of the Charity shall be entitled to attend and vote at the meeting.
(3) Before any other business is transacted at the first annual general meeting the persons present shall appoint a chairman of the meeting. The chairman shall be the chairman of subsequent annual general meetings, but if he or she is not present, before any other business is transacted, the persons present shall appoint a chairman of the meeting.
(4) The Executive Committee shall present to each annual general meeting the report and accounts of the Charity for the preceding year.
(5) Nominations for election to the Executive Committee must be made by members of the Charity. Should nominations exceed vacancies, election shall be by ballot.

Q Special General Meetings.

The Executive Committee may call a special general meeting of the Charity at any time. If at least ten members request such a meeting in writing stating the business to be considered the secretary shall call such a meeting. At least 21 days' notice must be given. The notice must state the business to be discussed.

R Procedure at General Meetings.

(1) The secretary or other person specially appointed by the Executive Committee shall keep a full record of proceedings at every general meeting of the Charity.
(2) There shall be a quorum when twenty members of the Charity are present at any general meeting.

S Notices.

Any notice required to be served on any member of the Charity shall be in writing and shall be served by the secretary or the Executive Committee on any member either personally or by sending it through the post in a prepaid letter addressed to such member at his or her last known address in the United Kingdom, and any letter so sent shall be deemed to have been received within 10 days of posting. Notices of General Meetings may also be served by including the notice in the School newsletter.

T Alterations to the Constitution.

(1) Subject to the following provisions of this clause the Constitution may be altered by a resolution passed by not less than two thirds of the members present and voting at a general meeting. The notice of the general meeting must include notice of the resolution, setting out the terms of the alteration proposed.
(2) No amendment may be made to clause A (the name of charity clause), clause C (the objects clause), clause I (Executive Committee members not to be personally interested clause), clause U (the dissolution clause) or this clause without the prior consent in writing of the Commissioners.
(3) No amendment may be made which would have the effect of making the Charity cease to be a charity at law.
(4) The Executive Committee should promptly send to the Commission a copy of any amendment made under this clause.

U Dissolution.

If the Executive Committee decides that it is necessary or advisable to dissolve the Charity it shall

call a meeting of all members of the Charity, of which not less than 21 days' notice (stating the terms of the resolution to be proposed) shall be given. If the proposal is confirmed by a two-thirds majority of those present and voting the Executive Committee shall have power to realise any assets held by or on behalf of the Charity. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to the School for the benefit of the pupils at the School in any manner which is exclusively charitable at law. A copy of the statement of accounts, or account and statement, for the final accounting period of the Charity must be sent to the Commission.

Signed .....