

Friends' School Saffron Walden Old Scholars' Association

Constitution and Rules

Adopted at the AGM on 13th November 2010

CONSTITUTION

1. NAME

The name of the Association shall be "Friends' School Saffron Walden Old Scholars' Association" – hereinafter called "the Association".

2. OBJECTS

The objects of the Association shall be:-

- (a) To promote fellowship and maintain contact amongst the Members and between the Members and Friends' School Saffron Walden – "the School".
- (b) To promote the interests and uphold the best traditions of the School, which was founded at Clerkenwell in 1702, moved to Islington Road in 1786, to Croydon in 1825 and to Saffron Walden in 1879.

3. POWERS

The Association may engage in and organise religious, charitable, educational, cultural, social, recreational and similar activities and shall have authority to raise and hold funds and purchase and hold property and land in pursuit of its objects.

4. BRANCHES

Local Branches may be formed in any way found suitable provided that their objects, powers and activities are not in conflict with those of the Association.

RULES

1. MEMBERSHIP

(a) Ordinary

All former scholars of the Senior School (that is being a student at any time between the age of 11 and 18) are regarded as ordinary members of the Association.

Optional membership is open to past and present members of the Governors or Staff of the School at their request, and also, at the discretion of the General Committee, to parents of past and present scholars and to other persons closely associated with the Association or the School.

(b) Honorary

Honorary Membership of the Association may be conferred by the General Committee as a mark of esteem for outstanding service, merit or achievement in connection with the Association or the School.

(c) Removal from the mailing list

Any Old Scholar, or other member of the Association, may at any time request that their name be removed from the Association's mailing list, and that they do not receive communications from the Association or the School. Such a request shall not preclude their names being restored to the list at a later time if they so desire. The Committee shall have the right to notify any member of a proposal to remove a members name from the list if such member has by any action brought the Association or the School into disrepute. The member shall have the right to address the Committee prior to such proposal being determined by the Committee.

2. OFFICERS AND COMMITTEE

(a) Composition

The affairs of the Association shall be managed by a General Committee comprising:

Officers:

Chair	Secretary	Treasurer
Minutes Secretary	Editor of the Annual Report	

Ex officio Members.

President
The Head and two other School Representatives (nominated by the Head)
An Old Scholar currently on the School Board of Governors (nominated by the Board of Governors).

(b) Frequency and record keeping of meetings

The General Committee shall meet at least once a year and minutes of the meetings shall be kept.

(c) Notice of Meetings

Minutes of the last General Committee meeting shall be sent to all Members of the General Committee at least two weeks before the next meeting and shall constitute notice thereof.

(d) Quorum

Five Members of the General Committee shall form a quorum, of whom at least two must be Officers.

(e) Co-options

The General Committee shall have power to co-opt up to four members to serve as required.

(f) Expenses

All offices of the Association shall be unpaid, but the General Committee will reimburse its

members for expenses authorised by the Committee.

(g) Requisition

If not less than four Members of the General Committee deem any business of the General Committee to be urgent they may, by requisition signed by all, serve notice upon the Secretary to convene a special General Committee meeting for its consideration to be held within six weeks of the date of the receipt of the notice and the Secretary shall do so, indicating in the notice convening such meeting the nature of the business and that it has been requisitioned.

3. GENERAL MEETINGS

(a) Convening Annual General Meeting

The General Committee shall convene an Annual General Meeting of Members.

(b) Convening Special General Meeting

A Special General Meeting to consider urgent business may be called by the Committee or at the signed request of at least twenty Members. The Chair shall convene the Special General Meeting within three months of the Secretary acting in accordance with paragraph 'c' below but indicating that the meeting has been requisitioned.

(c) Notice

Dates of General Meetings shall be publicised in the Magazine, on the website, and in any correspondence sent to Members between the date being set and the date of the meeting. Formal notice and details of agenda shall be posted on the Association website at least three calendar weeks in advance of the meeting.

(d) Quorum

Twelve Members shall form a quorum.

(e) Annual General Meeting Agenda:-

- (i) Notice convening the Meeting
- (ii) Worship
- (iii) Notices and messages
- (iv) Minutes of the last General Meeting
- (v) The Reports – provided for in Rule 5 – and their adoption
- (vi) Appointments and elections as provided for in Rule 6
- (vii) Report on any conferring of Honorary Membership as provided for in Rule 1(b)
- (viii) Any other business

(f) Procedure

Motions at General Meetings shall be moved and seconded. Voting when needed shall be by a show of hands. On points of order and procedure the decision of the Chair shall be final.

(g) Requisition to include item on agenda

If not less than fifteen Members deem that certain business should be considered by the Members

they may, by requisition signed by all, serve notice upon the Secretary to include such business in the agenda of the next General Meeting, and the Secretary shall do so, indicating in the notice convening such meeting the nature of the business and that it has been requisitioned.

(h) Minutes

The General Committee shall cause to be kept in any suitable and convenient form minutes of all General Meetings.

4. REPORTS TO THE ANNUAL GENERAL MEETING

(a) Committee

The following officers shall present reports:-

- (i) Chair to report on the activities of the Association for the preceding year.
- (ii) Treasurer to present audited accounts and a balance sheet (in relation to Funds retained by the Association) for the past financial year and the report of the auditors appended to the balance sheet. At the Annual General Meeting the Treasurer shall present the original signed auditors' report to the Chair.
- (iii) A School Representative to present a report on the financial contribution to the operation of the Association.
- (iv) One of the Board of Governors to report on the activities of the Board for the previous year.
- (v) A School Representative to present a report on the activities of the School for the previous year.

(b) Auditors

One of the Auditors shall present their signed report which shall be appended to the balance sheet and accounts as presented to the Annual General Meeting. The report shall state whether the assets of the Association have been verified and whether the terms of all trusts have been observed.

(c) Other

Any other Officer or a Member of the General Committee or a Member appointed under Rule 3 (e) may give a report if the General Committee so requests.

5. APPOINTMENTS AND ELECTIONS

(a) President

The President shall be appointed by the General Committee in the year preceding his or her period of service. All appointments are confirmed and take effect from the date of the Annual General Meeting.

(b) Officers

The Officers defined in clause 3 (a) shall be appointed by the General Committee to serve until resignation or removal, such appointment to be confirmed by the next Annual General Meeting.

(c) Trustees

Three Association Trustees, one of whom shall be the Treasurer for the time being, shall be appointed by the General Committee and their appointments are to be reported to the next Annual General Meeting. The General Committee shall review the appointments every five years.

(d) Auditors

Two Members of the Association shall be appointed as Auditors for the ensuing year at the Annual General Meeting. No Auditor may serve on the General Committee and once every five years a third member of the Association shall be appointed auditor to review the audit process over the previous four years and the current year. All payments from the Association's bank and building society accounts shall be signed by the Treasurer and counter-signed by one of the other Officers.

(e) Nominations

Nominations for any office must be received by the Secretary before the commencement of the Annual General Meeting in writing signed by a proposer and seconder and accompanied by the consent of the nominee to serve if elected.

6. ANNUAL REPORT AND ARCHIVES

(a) Contents

An Annual Report shall be published and circulated to all Members within twelve months of the preceding Annual General Meeting and shall include:-

- (i) The Minutes of General Meetings
- (ii) The balance sheet and accounts and Auditors' report
- (iii) A list of Officers, Ex-Officio Members and any Co-opted Members
- (iv) Such other matters as the General Committee or the Editor may decide

(b) Definition and safe custody of official archives

The Annual Report, all minute books, reports presented to General Meetings not elsewhere recorded in full and a copy of all official communications to the Members shall be considered to be official archives.

(c) Duties of Archivist

The Archivist shall be responsible for the collection, preservation, safe custody, availability and appropriate display of the official archives and other archival material such as reports, records, photographs, illustrations and papers generally as might prove of interest to future generations of the Association or the School.

7. FINANCE

(a) Financial Year

The Association Financial Year shall be the same as the School's Financial Year.

(b) Investment of current income

During the Association Financial Year revenue temporarily in hand may be invested or deposited at interest in the name of the Association as the Treasurer may direct.

(c) Property

Property given or bequeathed to the Association may be retained at the discretion of the Association Trustees in its existing form.

(d) Income from Property

Income from property held by the Association shall not be considered to be net and disposable unless provision for dilapidation and disrepair, depreciation or amortisation shall have been made in such amounts as the Treasurer – acting if necessary on the advice of an Architect or Surveyor – considers proper. Adequate policies shall be maintained.

(e) Payments

Cheques drawn on the Association's bankers shall be signed by the Treasurer and one of the other Officers.

8. FUNDS

From the start of the Financial Year subsequent to the implementation of this constitution, the ongoing activities of the Association will be funded by the School as per the Agreement signed by the School and the General Committee on **(date)**

The Association may, at the discretion of the Committee, retain control of the balance of its funds at that date, to be used for any exceptional activities of the Association (in line with the Objects above) or for the benefit of the School. Such funds are to be managed in accordance with this section of the Constitution.

(a) Separation of funds

All funds shall be kept separate or be separable and the investments thereof shall be identifiable.

(b) Definition of Capital Funds

The Capital Funds of the Association shall consist of:

- (i) Subscriptions of Life Members
- (ii) Any Fund the terms of which forbid its disposal

(c) Investment of Capital Funds

The Trustees are empowered to invest trust money in the purchase of or at interest in the security of such stocks funds shares securities or other investments or property of whatever nature and wherever situated as the Trustees in their absolute discretion think fit to the intent that the Trustees shall have the same full and unrestricted powers of investing and transposing investments as if they were beneficially entitled to the Trust Fund.

(d) Gifts and Bequests – Application

The General Committee shall be responsible for the acceptance of and for ensuring that all funds are applied in accordance with the known conditions of the gift or appropriate. Subject to such conditions the General Committee may apply the capital or income thereof at its absolute discretion.

(e) Gifts and Bequests – Sub-Committee

The application of fund income may where necessary be delegated by the General Committee to a sub-committee of not less than two managers who shall report annually to the General Committee on the total amount disbursed and the number (but not the names) of the beneficiaries only.

(f) Gifts and Bequests – Report of particulars

Particulars of all gifts and bequests to the Association received during the preceding financial year shall be reported by the Treasurer to the General Committee and to the next Annual General Meeting.

(g) Transfer of Financial Responsibility

Should the General Committee decide that there is no continuing need for the Association to retain its own separate funds or property, the Committee may seek the approval of the Annual General Meeting to transfer all remaining balances and any property to the School for use in the provision of bursaries or for such other purposes as may meet with the approval of the Annual General Meeting.

In the event of such a decision, sections 9 and 10 of this constitution shall cease to have effect and are deemed deleted, and all references to the posts and roles of the Treasurer and the Trustees shall be deleted.

9. TRUSTEES

For as long as the Association retains separate Funds, the Association Trustees shall arrange for the investments of the Association to be dealt with and held on behalf of the Association by Friends Trusts Limited or such other Trustees as the Association Trustees may recommend. This recommendation should be adopted by the General Committee. In default of unanimity on any matter the Association Trustees shall refer to the General Committee for a decision.

10. CONSTITUTION AND RULES

(a) Availability

A Copy of the Constitution and Rules of the Association shall be available on request to each new Member and copies shall be available to any Members or intending Member on request.

(b) Amendments

Any proposal to amend the Constitution and/or Rules of the Association shall be the business of a General Meeting, with at least six weeks notice to Members.

11. DISPOSAL OF ASSETS

Should the Association be dissolved all assets (if any) shall be disposed of and any liabilities exceeding these settled as directed by a General Meeting.