

# **Friends' School Saffron Walden Old Scholars' Association**

## **Constitution as adopted at the SGM on 19<sup>th</sup> May 2018 and Rules updated on 25<sup>th</sup> August 2021**

### **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:-

To promote fellowship and maintain contact amongst the Members formerly scholars, teachers and governors of the Friends' School Saffron Walden – "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 and was closed in 2017.

#### **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 or year groups may be formed in any way found suitable provided that their objects, powers and activities are not in conflict with those of the Association.

#### **5. MEMBERSHIP**

##### **(a) Ordinary**

All former scholars of the Friends' School Saffron Walden are regarded as ordinary members of the Association. A subscription may be payable.

Optional membership is open to past 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 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. 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 member's name from the list if such member has by any action brought the Association into disrepute. The member shall have the right to address the Committee prior to such proposal being determined by the Committee.

6. OFFICERS AND COMMITTEE

(a) Composition

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

Officers:

Chair	Secretary	Treasurer
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And such other members provided for in the Rules of the Association

7. 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 on the Association 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 two calendar weeks in advance of the meeting.

(d) 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.

(e) Requisition to include items 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.

(f) Minutes

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

8. CONSTITUTION

(a) Availability

A Copy of the Constitution and any Rules of the Association shall be available on request to any Member and also posted on the Association website.

(b) Amendments

Any proposal to amend the Constitution of the Association shall be the business of a General Meeting, with at least two weeks notice to Members.

9. RULES

The General Committee shall have power to make and amend Rules for the administration of the Association.

10. 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.

# **RULES**

## 1. OFFICERS AND COMMITTEE

### (a) Composition

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

Officers:

Chair                      Secretary                      Treasurer

Ex officio Members.

Up to five members one of whom shall be appointed as Vice-Chair. The General Committee may appoint one member as Archivist.

President (if appointed)

### (b) Co-options

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

### (c) Frequency and record keeping of meetings

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

### (d) 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.

### (e) Quorum

Five Members of the General Committee shall form a quorum, of whom at least two must be an Officer or the Vice-Chair.

### (f) Expenses

The General Committee will reimburse its members for expenses authorised by the Committee.

### (g) Requisition

Any member of the General Committee may request the Secretary to convene a special General Meeting for consideration of urgent business to be held within two weeks of the date of the receipt of the request.

## 2. GENERAL MEETINGS

The General Committee shall convene the Annual General Meeting in accordance with Paragraph 7. of the Constitution

### (a) Quorum

Eight Members shall form a quorum.

(b) Annual General Meeting Agenda shall be determined by the General Committee and may include:-

- (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 3 – and their adoption
- (vi) Appointments and elections as provided for in Rule 1(a)
- (vii) Report on any conferring of Honorary Membership as provided for in 5.(b) of the Constitution
- (viii) Any other business

## 3. 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 an income and expenditure account, a balance sheet and a summary of investments for the past financial year.

### (b) Auditor

The Auditor shall present a signed report at least every two years which shall be appended to the balance sheet and accounts as presented to the Annual General Meeting. The report shall state whether assets of the Association have been verified and whether the terms of the trusts have been observed.

### (c) Other

Any other Officer or a Member of the General Committee or a Member appointed under Rule 1 (a) may give a report if the General Committee so requests.

## 4. APPOINTMENTS AND ELECTIONS

### (a) President

A President may 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 1 (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

A Member of the Association shall be appointed as Auditor for the ensuing year at the Annual General Meeting. No Auditor may serve on the General Committee. 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 authorised Officers, committee members or trustees.

(e) Nominations

Nominations for any officers, as defined in clause 1(a), 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.

## 5. ASSOCIATION REPORTS ON WEB SITE

(a) Contents

An Annual Report shall be published on the Website 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 may decide

## 6. ARCHIVES

(a) 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.

(b) 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.

## 7. FINANCE

### (a) Financial Year

The Association Financial Year shall commence on the 1<sup>st</sup> September in each 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 authorised signatories.

## 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 Association as agreed by the General Committee and in accordance with this section of the Rules.

### (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.

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 the Association Trustees. In default of unanimity on any matter the Association Trustees shall refer to the General Committee for a decision.

10. RULES

The General Committee shall have power to make and amend Rules for the administration of the Association.

(a) Availability

A Copy of the Rules of the Association shall be available on request to Members and copies shall be posted on the association website.

(b) Amendments

Any proposal to amend the Rules of the Association shall be the business of a General Committee Meeting, with at least one week's notice to Members of the General Committee of proposals for amendments.