

**BREASIDE PREPARATORY SCHOOL
PARENT ASSOCIATION**

**CONSTITUTION AND RULES
AMENDED 24 September 2013**

1. The name of the association shall be Friends of Breaside (“the Association”)

Object

2. The OBJECT of the Association is to advance the education of the pupils at Breaside Preparatory School (“the School”). In furtherance of this object the Association may:
 - i. Foster more extended relationships between the staff, parents and others associated with the School, and
 - ii. Engage in activities which support the School and advance the education of the pupils attending it, and
 - iii. Provide and assist in the provision of such facilities or items for education at the School not provided by Cognita Limited.
3. The Association shall neither have nor claim any power in the administration or internal organisation of the School nor shall it be used to promote the case of any individual member or child.
4. The Association shall be non-party political and non-sectarian.

Membership

5. Membership of the Association shall include all parents and guardians of children at the School (collectively referred to as “Association Members”) and be free of subscription charge.
6. The Head Teacher (or in his/her absence, a Deputy) shall be an ex-officio member of the Association.

The Committee

7. The management of the Association shall be vested in a committee (“the Committee”) comprised of:
 - i. The Head Teacher or Acting Head Teacher
 - ii. One member of staff
 - iii. Parents, equal in number to one (1) times the number of classes, plus the number of required Officers (see paragraph 8), but, in no event, less than 15 (fifteen)
 - iv. Co-opted members
8. The Committee shall appoint from among its named members in paragraph 7 a Chairman (who shall be a parent), Vice Chairman, Honorary Treasurer, and Honorary Secretary (collectively, “the Officers”) and other such Officers, as the Committee shall decide.
9. Any Committee members failing to attend three consecutive meetings of the Committee without reasonable cause or excuse shall automatically forfeit his/her place on the Committee.
10. The Committee shall have power to co-opt a maximum of two Association Members onto the Committee until the next AGM. The Committee shall also have power to appoint any sub-

committees from among its Association Members and shall prescribe the function of any such sub-committees (subject to the agreement of the Chairman). Any sub-committee may, unless otherwise directed by the Committee, co-opt additional Association Members.

11. Co-opted members shall for all purposes be treated as non-voting members of the Committee or, as the case may be, sub-committee.
12. A technical defect in the appointment of a Committee member, of which the Committee are unaware of at the time, does not invalidate decisions taken at a meeting.

Committee Meetings

13. The Committee shall meet at least three times in each year and nine (9) voting members shall constitute a quorum.
14. At the Committee meeting the Chair shall be taken by the Chairman of the Committee or in his absence by the Vice Chairman.
15. Every decision may be made by a simple majority of the votes cast at a Committee Meeting. A resolution that is in writing (which may include electronic written communication via fax or e-mail) and signed by at least nine (9) members of the Committee 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.
16. Except for the Chair of the meetings, who has a second or casting vote, every Committee member has one vote on each issue, except as provided in paragraph 11.
17. The Honorary Treasurer shall be responsible for keeping account of all income and expenditure and shall present a financial report at all Committee meetings.

Powers of the Committee

18. The Committee has the following powers, which may be exercised only in promoting the Objects:
 - i. To publish or distribute information.
 - ii. To co-operate with other bodies.
 - iii. To raise funds (but not by means of permanent trading as defined in the relevant statutes).
 - iv. To acquire or hire property of any kind.
 - v. To set aside funds for special purposes or as reserves against future expenditure.
 - vi. To take out personal liability, public liability and personal accident insurance to cover Association meetings, activities and Committee members, to insure the Associations property against any foreseeable risk and such other insurances as may be required from time to time.
 - vii. To employ paid or unpaid agents, staff or advisers.
 - viii. To obtain and pay for goods and services as are necessary for carrying out the work of the Association.
 - ix. To open and operate bank and other accounts as the Committee considers necessary.
 - x. To do anything else within the law that promotes the Objects

BUT the Committee shall not undertake any activity in the School without the consent of the Head Teacher.

General Meetings (Annual and Extraordinary)

19. All Association Members are entitled to attend any General Meeting of the Association.

Annual General Meeting (“AGM”)

20. The AGM shall be held within 30 days of the start of each autumn.

21. The AGM shall be called by giving 21 clear days written notice of the meeting to the Association Members. The notice should specify the date, time and location of the AGM as well as give an overview of the agenda. Nine (9) Committee voting members present shall constitute a quorum.

22. At the AGM the Chair shall be taken by the Chairman of the Committee or in his/her absence by the Vice Chairman.

23. Except where otherwise provided in this Constitution, every issue at an AGM shall be decided by a simple majority of the votes cast by the Committee members present at the meeting.

24. Except for the Chair of the meeting who has a second or casting vote where a vote is equally divided, every Committee member present is entitled to one vote on every issue, except as provided in paragraph 11.

25. At an AGM:

- i. The Honorary Treasurer shall present a Financial Statement for the Association up to the preceding 31 July. This Statement should have been subject to an independent examination by the competent person in accordance with Section 43.3A of the Charities Act 1993.
- ii. The Independent Examiner (referred to in (i) above) shall be appointed and shall retire annually, but be eligible for re-election.
- iii. Elections of parent members to the Committee shall be held and where contested shall be determined by ballot. The Committee shall hold office until the end of the ensuing annual period. Nominations to the Committee shall be in writing and submitted to the Secretary not less than one week before the date fixed for the AGM. A nomination must contain the names of a proposer and seconder and the written consent of the nominee, all being parents of the children in the School. No parent shall be eligible to serve on the Committee for more than three full successive years unless otherwise agreed at the AGM. Any parent member of the Committee who ceases to have a child at the School shall be deemed to have resigned there from provided that the remainder of the Committee may at its discretion invite the said parent member to continue as a member thereof until the next following AGM.
- iv. The staff representative on the Committee shall be elected by the Staff of the School.
- v. The Committee members shall receive the report of the Chair of the Committee on the Association’s activities since the last AGM.
- vi. The Committee members shall discuss and determine any issues of policy or deal with any other business put before them.

Extraordinary General Meeting (“EGM”)

26. An EGM shall be convened either by the Committee or at the request in writing to the Secretary of ten Association Members stating the purpose of which it is to be held. Such a meeting shall be held within 30 days of the request. Not less than 14 days notice of an EGM shall be given to the Association Members. Nine (9) Committee voting members shall constitute a quorum.

27. At the EGM the Chair shall be taken by the Chairman of the Committee or in his/her absence by the Vice Chairman.
28. Except where otherwise provided in this Constitution, every issue at an EGM shall be decided by a simple majority of the votes cast by the Committee members present at the meeting.
29. Except for the Chair of the meeting who has a second or casting vote where a vote is equally divided, every Committee member present is entitled to one vote on every issue, except as provided in paragraph 11.

Notices

30. Notice of any General Meeting of the Association may be sent by hand, by post, by electronic communication (fax or e-mail) or in any newsletter or poster distributed by the Committee.

Funds

31. A bank account shall be maintained in the name of the Association into which all funds shall be deposited. Withdrawals and payments shall be made in the name of the Association and supported by the signature of the Head Teacher and one other from the following:
 - i. Chairman
 - ii. Vice-Chairman
 - iii. Honorary Treasurer
 - iv. Honorary Secretary

Records and Accounts

32. The Committee must comply with the requirements of the Charities Act 1933 as amended by the Charities Act 2006 as to the keeping of financial records, the audit or independent examination of accounts and the preparation and submission to the Charity Commission of:
 - i. Annual reports
 - ii. Annual returns
 - iii. Annual statements of account
33. The Committee must keep proper records of:
 - i. All proceedings at General Meetings
 - ii. All proceedings at Committee Meetings
 - iii. All reports of sub-committees
34. Annual reports and statements of account relating to the Association shall be made available for inspection by any Association Member.

Amendments to the Constitution

35. This Constitution may be amended subject to the following:
 - i. No alteration of the Constitution and Rules may be made except at the Annual General Meeting or at an Extraordinary General Meeting called for this purpose.
 - ii. No alteration or amendment shall be made to the objects clause (Clause 2) or the dissolution clause (Clause 23), which could cause the Association to cease to be a charity in law.
 - iii. Amendments or alterations to this Constitution and Rules shall receive the assent of two-thirds of the Committee voting members present and voting at an Annual General Meeting or Extraordinary General Meeting.

- iv. A copy of any resolution amending this Constitution shall be sent to the Charity Commission within 21 days of it being passed.

Dissolution

36. The Association may be dissolved by a resolution presented at an Extraordinary General Meeting called for this purpose. This resolution shall have the assent of two-thirds of those Committee voting members present and voting.
37. Any assets remaining on dissolution of the Association after satisfying any debts and liabilities shall not be distributed amongst the members of the Association but shall be given to the School for the benefit of the children of the School in any manner which is exclusively charitable at law. If effect cannot be given to this provision, then the assets shall be distributed to a registered charity or a charity that is not required to be registered.
38. The Committee shall notify the Charity Commission promptly that the Association has been dissolved.

General

39. Subject to the provisions of paragraph 35, any matter not provided for in this Constitution and Rules shall be dealt with by the Committee, whose decision shall be final.