



## **THE FRIENDS OF ROSSLYN SCHOOL**

### **1. NAME**

The name of the group shall be **“The Friends of Rosslyn School”** thereafter known as “the friends”.

### **2. OBJECTIVES**

The Friends of Rosslyn School is a non-profit distributing organisation and will exist to enhance the experience of those who attend the school, their parents, carers, family and friends.

### **3. POWERS**

In pursuit of the objectives, the group shall have the power to:

- a. Facilitate access to a range of services for people and encourage their involvement in planning and developing services relevant to the needs of its members;
- b. Open and operate a bank account in the name of the group, and make or receive payments using this account;
- c. To receive contributions by ways of subscriptions or donations and to raise funds, to further the aims, including the power to make application for and secure grants from public bodies, charitable institutions, voluntary organisations and Lottery Commission and other means to fund the organisation’s purposes;
- d. To make such rules and procedures as necessary for the day to day management and to appoint and convene advisory committees or sub-groups to undertake part of this responsibility;
- e. Enter into partnership and affiliation agreements with other organisations with similar objectives including, but not limited to, other historical societies;



- f. Engage volunteers to carry out the work of the group, and reimburse volunteers' out-of-pocket expenses;
- g. Engage and pay fees to professional and technical advisors and consultants, where appropriate;
- h. Organise and run (or assist in arranging and holding) exhibitions, meetings, seminars and other events with an art, culture or heritage focus;
- i. Write, print or otherwise reproduce and circulate, free of charge or for payment such papers, books, pamphlets, periodicals or other documents which shall raise awareness and further the objects; and
- j. Do all other things that are legal and necessary for the attainment of the objectives.

#### **4. EQUALITIES**

In relation to its objectives, the group will:

- a. Strive to avoid intentional and unintentional discrimination by virtue of any of the protected characteristics identified in the Equality Act 2010 as amended.
- b. Undertake whatever changes in organisation or facilities which may be necessary to implement the above.

#### **5. PROTECTION OF CHILDREN AND VULNERABLE ADULTS**

In compliance with national legislation, the organisation will have policies in place for the protection of children and vulnerable adults. The Friends of Rosslyn School will ensure all committee members and staff, who work with children and vulnerable adults, have sound knowledge of these policies. The organisation commits to follow all policies, procedures and protocols in the interest of the health and safety of children and vulnerable adults during all programmes, projects and initiatives managed or delivered by the group.

#### **6. MEMBERSHIP**

- a) Membership shall be open to the following categories on the terms they have an interest in the furtherance of the objects, as stated in this document, agree to be governed by



the byelaws of the organisation and who have paid in full the necessary subscription fees (if any):

- i. **Full membership** is available to any individual person over the age of 16 years. These members shall be eligible to attend and vote at all members meetings. After an individual has been a member for one [1] year they are then also eligible to stand for election to the management committee.
  - ii. **Youth membership** shall be available to any individual under the age of 16 years. These members may attend meetings but are not entitled to vote, nor are they entitled to serve on the Management Committee. They may form a Youth Forum and make recommendations to the Management Committee for consideration.
  - iii. **Associate membership** shall be available to all organisations, voluntary groups, companies who wish to assist in the furtherance of the objects. These organisations may nominate one [1] representative (there may be a deputy who attends in the case of absence) who may attend meetings and vote upon tabled motions thereat. Representatives may not stand for the Management Committee in this role.
- b) Employees of the group shall not be eligible for membership; a person who becomes an employee of the group after admission to membership shall automatically cease to be a member.
  - c) Any group or individual wishing to become a member must sign a written application for membership and pay the annual subscription. Membership shall not take effect until the subscription has been paid, and the proposed member has received notification from the Secretary that membership is to be granted. The Secretary must provide such notification as soon as is practicable.
  - d) The decision to confer or deny membership shall rest solely with the Committee, who shall not withhold membership unreasonably.

## 7. SUBSCRIPTION CHARGES

The group may charge a membership subscription and shall be entitled to charge different levels of subscription for the different classes of membership. Subscriptions shall fall due on the date announced at the Annual General Meeting. Any individual that has failed to pay the subscription, if any, shall be deemed to have resigned from the group and shall not be entitled to participate in the group's activities until the subscription has been paid.



## 8. MANAGEMENT COMMITTEE

- a. The day-to-day affairs of the group shall be administered by a management committee drawn from the representatives of Full Members of the group at the AGM.
- b. **The procedure to election to the board, is as follows:**
  1. Any member, who is eligible for election to the management board, shall complete a written application for nomination to the Management Committee and lodge this with the Secretary, prior to the meeting.
  2. These nominations shall be presented at the AGM and voted upon.
  3. If there are vacancies available after this formal nomination process, further nominations may be taken from the floor, from the full membership, present at the AGM.
  4. If there are too many nominations for the number of positions available, then the Chair shall instruct a ballot. The Chair shall determine the procedure at such ballot.
- c. At the first committee Meeting following the AGM the group shall elect from within themselves a minimum of 3 office bearers which shall comprise the following:
  - i. **The Chair**, who shall:
    - Chair all meetings of the group and of the management committee.
    - Co-ordinate the work of the management committee.
    - Act as a figurehead for the group, and represent the group at any official functions or events.
  - ii. **The Secretary**, who shall:
    - Maintain a record of each member, stating their name, nominated representatives, e-mail address and the date on which that member joined the group.
    - Keep proper minutes of every meeting of the group, the management committee and any sub-committees, and circulate these minutes no later than four weeks after the date on which the meeting was held. When the Secretary is unable to attend a meeting, those members present at the meeting shall appoint someone from their number to take the minutes.



- Conduct all correspondence of the group in a timeous fashion, including booking venues, arranging meetings, and the like.

iii. **The Treasurer**, who shall:

- Ensure that proper, up-to-date accounting records are kept.
- As soon as is practicable after the group's financial year has ended, submit the accounts to an independent financial examination by a qualified individual appointed at the preceding AGM, and present the examined accounts at the next AGM.
- Provide a financial report at each committee meeting outlining the income, expenditure and balances for the financial year to date.
- Inform the bank promptly of any changes to the list of individuals authorised to operate the group's bank account.

iv. Any other office bearers that is deemed necessary by the management committee.

- b. The management committee shall consist of a minimum of 3 and a maximum of 5 ordinary members, who shall support, as necessary, the activities of the management committee as a whole.
- c. Any committee member wishing to resign office must do so in writing to the Secretary or, when it is the Secretary who wishes to resign, to the Chair.
- d. Any committee member who misses three consecutive committee meetings without providing a good reason shall be deemed to have resigned from the management committee.
- e. The committee shall have the power to fill vacancies- provided that this will not cause the management committee to exceed its maximum size- and to appoint advisors who may attend committee meetings in an advisory, non-voting capacity.
- f. The committee shall have the power to co-opt people onto the committee that need not be a member of the group. For clarity, these people serve for the expertise, skills and knowledge they bring and must retire at the next AGM, where they will be available to be co-opted again if needed.
- g. If at any time the number of committee members in office falls below three, the remaining committee members shall have the power to fill the vacancies or call an



Extraordinary General Meeting, but will not be able to take any other valid decisions.

- h.** Committee members shall relinquish office each year but shall be eligible for re-election at the Annual General Meeting.

## **9. MANAGEMENT COMMITTEE MEETINGS**

- a.** The management committee shall hold a minimum of four (4) meetings per year.
- b.** Any committee member may call a meeting of the committee, or direct the Secretary to do so.
- c.** A minimum of 14 days' notice must be given of each committee meeting unless, in the opinion of the person calling the meeting, there is a degree of urgency about the matter to be discussed which makes that inappropriate.
- d.** If the Chair of the group is not present within 15 minutes after the time at which the meeting was due to start, or is unwilling to act as chair of the meeting, the committee members present at the meeting shall elect from among themselves the person who shall act as chair of the meeting.
- e.** The quorum for management committee meetings shall be three [3] committee members, or 50% of committee members, whichever is the greater.
- f.** Voting on all issues at committee meetings shall be by simple majority, and by a show of hands, and each committee member shall be entitled to one vote. Where there is an equality of votes, the chair of the meeting shall be entitled to a second, casting vote.

## **10. ANNUAL GENERAL MEETING**

- a.** An Annual General Meeting ("AGM") shall be convened by the management committee each year, not more than two months after independently examined accounts have been received.
- b.** Notice of the AGM shall be circulated by the Secretary to members at least 28 days prior to the meeting.
- c.** The AGM shall consider the following business:



- i. The minutes of the previous AGM and of any Extraordinary General Meetings held since then;
  - ii. A report on the activities of the group since the previous AGM, prepared by the management committee.
  - iii. The independently examined accounts of the group.
  - iv. The subscription levels for the following year.
  - v. The election of the management committee.
  - vi. Any motions proposed by the management committee or by any member.
- d. Any member may propose a motion to be considered at the AGM provided that they give a minimum of 21 days' notice to the Secretary, such notice to contain the precise wording of the motion.
- e. The Secretary shall circulate to members a full agenda, containing copies of the annual report, the independently examined accounts, and the precise wording of any motions to be considered, no later than 14 days prior to the date of the AGM.
- f. If the Chair of the group is not present within 15 minutes after the time at which the meeting was due to start, or is unwilling to act as chair of the meeting, the committee members present at the meeting shall elect from among themselves the person who shall act as chair of the meeting.
- g. The quorum for the AGM shall be [3] members or [50] % of members, whichever is the greater.
- h. Voting on all matters, except amendments to this Constitution or a motion to dissolve the group, shall be by a simple majority. Where there is a tied vote, the chair of the meeting shall have a second, casting vote.
- i. Each representative of a full member is entitled to one vote, which must be given in person. Voting shall be by a show of hands unless any member, prior to a vote being taken, requests a secret ballot. The process for any secret ballot shall be determined by the chair of the meeting, but the result of the ballot must be declared immediately.

## **11. EXTRAORDINARY GENERAL MEETING**



- a. An Extraordinary General Meeting shall be convened at the request of the Management Committee or upon receipt by the Secretary of a written request from [10] members, whichever is the greater.
- b. The Secretary shall circulate, by e-mail, or by way of a notice at the school, displayed in a prominent place, information that an EGM is to be held, together with an agenda stating the business to be heard, no later than 28 days prior to the date of the meeting.
- c. The business of an Extraordinary General Meeting shall be restricted solely to the business stated on the request for the meeting to be convened. No other business shall be competent.
- d. The quorum for an EGM shall be [3] members, or [50] % of members, whichever is the greater.
- e. Voting on all matters, except amendments to this Constitution or a motion to dissolve the group, shall be by a simple majority. Where there is a tied vote, [the chair of the meeting shall have a second, casting vote] / [the status quo shall prevail].
- f. Members in attendance are entitled to a vote on all matters, which will be a show of hands unless a secret ballot is requested by 10% of the meeting, which will be undertaken under the direction of the chair.

## **12. SUB-COMMITTEES**

- a. The management committee may delegate any of their tasks to sub-committees.
- b. Each sub-committee must be chaired by a member of the Management Committee, but the remaining members of the sub-committee need not be Management Committee members.
- c. When delegating tasks to a sub-committee, the Management Committee must set out the following in a written remit:
  - i. The nature of the business that the sub-committee is entitled to consider;
  - ii. The composition of the sub-committee, and the process for the appointment or election of the sub-committee members;





- iii. The full extent of, and restrictions on, the powers that have been delegated, including, where appropriate, the maximum level of expenditure that the sub-committee is permitted to incur; and
  - iv. The period for which any powers are delegated, and the process for the rescission of powers.
- d. Sub-committees can only make recommendation to the full committee and the final decision and responsibility for action must be taken by the management committee.

### **13. FINANCE**

- a. A bank account shall be opened in the name of the group and all monies received must be deposited timeously in this account. The management committee shall be permitted to register the organisation for electronic and telephone banking facilities associated with the account.
- b. The Chair, Secretary and Treasurer shall be authorised by the management committee, in writing, to operate the bank account and to make payments on behalf of the group. The management committee may, in addition, approve other committee members to operate the bank account.
  - i. Payments by cheque shall only be valid if the cheque is signed by two out of three unrelated members of the management committee who are authorised to operate the bank account, one of whom must normally be the Treasurer. Where a payment is being made to the Treasurer the Chair and any other unrelated signatory should sign the cheque.
  - ii. Payments made through electronic or telephone banking should only be made by the Treasurer, upon having received written approval from another, unrelated committee member authorised to operate the bank account. Where the payment being made is to the Treasurer the Chair and any other unrelated signatory should undertake the transaction.
- c. The group's financial year shall run from 1<sup>st</sup> April to 31<sup>st</sup> March.
- d. No part of the income or property of the organisation may be paid or transferred (directly or indirectly) to the members - either in the course of the organisation's



existence or on dissolution- except for the reimbursement of reasonable expenses that may be incurred from time to time.

**14. ALTERATIONS TO THE CONSTITUTION**

This constitution may be amended only by a competent motion passed by a two-thirds majority of those members present and entitled to vote at a quorate AGM or at a quorate EGM convened for that purpose.

**15. DISSOLUTION**

- a. The group may be dissolved only by a competent motion properly passed by a two-thirds majority of those members present and entitled to vote at a quorate AGM, or at an EGM convened for that purpose.
- b. In the event of dissolution, all assets of the group, after the satisfaction of debts and liabilities, shall not be distributed to the members but shall be distributed to a charitable organisation with objectives in line with this group.

Committe Members:

Chair:- Sharon Veelenturf .....

Secretary:- Julie Paisley .....

Treasurer:- Sandra Galloway .....