

Amended 14 October 2005

ST PAUL'S CATHEDRAL SCHOOL ASSOCIATION

THE CONSTITUTION

1. The Association

The name of the Association is:

“St Paul’s Cathedral School Association”.

2. Objects

The Objects of the Association are:

- 2.1 To support, advance and maintain both the musical foundation of St Paul’s Cathedral School (“the School”) and the education and welfare of the pupils;
- 2.2 To maintain at all times full consultation with the Headmaster, the Dean and Chapter of St Paul’s Cathedral, the School Council and any other bodies which have authority for the maintenance and government of the School;
- 2.3 To foster good relationships between the Dean and Chapter of St Paul’s Cathedral, the Headmaster, the staff, the parents and others associated with the School;
- 2.4 To act as a forum for the staff and parents to meet socially;
- 2.5 To support the objective of the Charities known as “The Friends of St Paul’s” and “St Paul’s Cathedral School Foundation”.

In furtherance of the Objects but not otherwise the Association may exercise the following powers:

- 2.6 To raise funds and to invite and receive contributions provided that in raising funds the Committee shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the law;

- 2.7 To do all such other lawful things as are necessary for the achievement of the Objects.

3. **Membership of the Association**

- 3.1 **Family Members:** Membership of the Association shall be open to parents, guardians, step parents or others in *loco parentis* of pupils attending the School.
- 3.2 **Teacher Members:** Membership of the Association shall also be open to teachers employed at or otherwise engaged by the School.
- 3.3 **Other Members:** The Association by 75 (seventy five) per cent majority of those present at a general meeting or the Committee by unanimous resolution may invite other persons to be members of the Association on such terms, for such period and at such subscriptions as the Committee shall decide.

4. **The Committee**

- 4.1 **Function:** The Committee shall be responsible for the management of the Association.
- 4.2 **Membership of the Committee**
- 4.2.1 **Election:** Members of the Committee shall be elected at the Annual General Meeting of the Association (“AGM”) to hold office until the next AGM. The maximum number of members shall be twenty and, as far as is practicable, the Committee shall ideally be a reasonable mix of pre-prep, prep school, day and chorister parents and at least three Teachers including the Headmaster.
- 4.2.2 **Retirement:** At each AGM all members of the Committee (including Co-opted Members) shall retire. Retiring members shall be eligible for re-election.
- 4.2.3 **Eligibility:** No member of the Committee may serve for more than four consecutive years unless he or she obtains the vote of at least 75 (seventy five) per cent of those present at the AGM.
- 4.3 **Procedure for Election**
- 4.3.1 **Nomination:** Nominations for the Committee must reach the Secretary not

less than seven days before the AGM. Each must be made by at least two members of the Association and the member nominated must have agreed to stand.

- 4.3.2 **Voting Papers:** The Secretary shall prepare voting papers to be distributed at the meeting. The papers shall state the numbers of vacancies to be filled, the names of the retiring members of the Committee who wish to offer themselves for re-election and the names of the persons nominated to stand -for election to the Committee.
- 4.3.3 **Voting:** Unless decided by a show of hands, each member shall vote by making a mark against the names of those persons he or she wishes to fill the vacancies, folding the voting paper and handing it in. Any member handing in more than one voting paper shall produce for each additional paper the written authority of a member not present at the meeting to vote on his or her behalf. The votes for each name shall be counted, and the vacancies shall be filled by those with the most votes. In the event of a tie, the decision shall be made by lot.
- 4.3.4 **Lack of Nominations:** If no nominations or an insufficient number of nominations are received by the Secretary candidates may be proposed at the meeting without notice.
- 4.4 **Vacancies on Committee:** The Committee shall have power at any time to fill any casual vacancy on the Committee. Any member of the Committee so appointed shall hold office until the next following AGM.
- 4.5 **Co-opted Members:** The Committee may co-opt not more than five additional members of the Committee but their places shall not be included amongst those to be filled at any election of Committee members. Co-opted Members shall not be entitled to vote.
- 4.6 **Committee Meetings**
 - 4.6.1 **Convening of Meetings:** The Committee shall meet within 28 days after the AGM and at least once a term and otherwise at such times as the Committee shall determine.
 - 4.6.2 **Quorum:** The quorum at any meeting of the Committee shall be five members, of whom one must be an Officer of the Association.
 - 4.6.3 **Voting:** Voting at meetings of the Committee shall be by a show of hands of those present (other than Co-opted Members), save that the votes of Teacher Members who are present shall not carry more than 25 (twenty-

five) per cent of the votes cast.

- 4.7 **Expenses:** Committee members shall not benefit from their office and shall not receive payment for their services but they may be reimbursed for any proper and reasonable out-of-pocket expenses incurred by them for the purposes of or on behalf of the Association.
- 4.8 **Sub-committees:** The Committee may appoint sub-committees as it deems necessary and shall prescribe their function provided that all acts and proceedings of any such sub-committee shall be reported to the Committee as soon as possible and provided further that no such sub-committee shall expend funds of the Association otherwise than in accordance with a budget agreed by the Committee.

5. The Officers

- 5.1 **Definition:** The Officers of the Association shall be the Chairman, Vice-Chairman, Treasurer and Secretary.
- 5.2 **Election of Officers:** The Committee shall elect the Officers from its own members at the first Committee meeting after the AGM. Only Committee members elected at the AGM may be elected as Officers.

6. Finances

- 6.1 **Subscriptions:** Every Family Member shall pay a subscription of five pounds per term or such other sum as shall be fixed by the Association at the previous AGM which sum shall be due on the first day of every term. Such subscriptions shall be deemed to be a debt due to the Treasurer of the Association for the time being.
- 6.2 **Bank Account:** A bank account shall be opened in the name of the Association. The persons authorised to draw cheques and other orders on the account shall be decided by resolution of the Committee and a mandate shall be given to the bank accordingly. A copy of any such resolution signed by the person who is Chairman at the time the resolution is passed shall be sufficient authority to the bank.
- 6.3 **Annual Accounts:** The Committee shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to:
 - 6.3.1 The keeping of accounting records for the Association;

- 6.3.2 The preparation of annual statements of account for the Association;
- 6.3.3 The auditing or independent examination of the statements of account of the Association; and
- 6.3.4 The transmission of the statements of account of the Association to the Charity Commissioners.

7. Meetings

- 7.1 **Annual General Meeting:** An AGM of the Association shall be held in each year and fifteen months shall not elapse without an AGM. At the AGM the following business shall be conducted:
 - 7.1.1 The presentation and (if accepted) the passing of the accounts for the previous financial year ended on the last day of December prior to the meeting which accounts shall first have been audited by the Association's auditors;
 - 7.1.2 The election of the Committee;
 - 7.1.3 The appointment of an auditor (if required);
 - 7.1.4 Such other business as shall have been communicated to the Secretary and included in the notice of the meeting sent by the Secretary to the Members.
- 7.2 **Extraordinary General Meeting:** An extraordinary general meeting may be convened at any time and shall be convened within thirty days on the requisition of one fifth of the members of the Association for the time being. Such requisition must state the purpose for which such meeting is required.
- 7.3 **Notice of Meetings:** The Secretary shall at least fourteen days before any general meeting send to every member at his address a notice of the meeting stating the time when and the place where it will be held and the business to be conducted.
- 7.4 **Business at General Meetings:** The business at a general meeting shall be limited to that provided for by the constitution and those further matters set out in the notice convening the meeting.
- 7.5 **Quorum:** The quorum at any general meeting shall be twenty members.

- 7.6 **Voting:** Each member shall have one vote. The voting at all meetings of the Association shall be by show of hands of those present, unless a poll is called for. If there is a poll, voting may be in person or by proxy. In the case of a proxy vote, the member handing it in shall produce the written authority of the member not present at the meeting to vote on his or her behalf. The Chairman shall have a second or casting vote in the event of an equality of votes.
- 7.7 **Chairman of meetings:** The Chairman of the Association shall preside at all meetings of the Association but, if he shall not be present within fifteen minutes after the time appointed for the meeting or has signified his inability to be present at the meeting, the Vice Chairman shall act as Chairman. If the Vice Chairman is not present, another Officer of the Association or, in the absence of any such Officer, another member of the Committee shall act as Chairman.

8. Alterations to the Constitution

No alteration or addition to this Constitution shall be made except by a resolution carried by a majority of at least two thirds of the members present in person or by proxy at a general meeting the notice of which shall have contained particulars of the proposed alteration or addition. No alteration or addition shall be made which would cause the association to cease to be a charity at law.

9. Dissolution

If the Association is discontinued all assets after payment of all expenses shall be given to the School or to any successor Association (in both cases if constituted as a charity) or to any charity or charities nominated by the last Committee having the advancement of education among its objects.