

FRIENDS OF THE MANOR

Registered Charity No 1096863



CONSTITUTION

Status – Charitable Non-Incorporated Organisation

Re-adopted on the **29th** day of **June 2009**

1. NAME

- 1.1. The name of the association is Friends of the Manor

2. ADMINISTRATION

- 2.1. Subject to the matters set out below, the charity and its property shall be administered and arranged in accordance with this constitution by the members of the Executive Committee (hereinafter referred to as the “EC”) constituted by clause I of this constitution.

3. OBJECTS

- 3.1. The objects of Friends of the Manor are to unite all those who have at the heart the interests of the Manor Preparatory School, Faringdon Road, Oxfordshire (“the School”), and will assist in providing funds towards items considered to be an enhancement of the educational wellbeing, social development and welfare of the pupils.
- 3.2. The charity will provide a programme of events aimed at fostering a good social relationship between parents and families connected with the School.
- 3.3. The charity will also assist in the School’s policy of child development in aspects of community responsibility and social awareness, and so give support to social projects and other charities favoured by the School, where the School indicates that this is appropriate.

4. LIMITATION OF OBJECTS

- 4.1. With exception to object 3.3., the charity's objects shall not infringe upon the teaching, administration and discipline of the school. The charity shall be non-party political and non-sectarian, but will broadly reflect the Christian ethos of the School.

5. POWERS

- 5.1. In furtherance of the objects but not otherwise, the EC may exercise the following powers:
 - 5.1.1. Power to raise funds and invite and receive contribution, provided that in raising funds the EC shall not undertake any substantial permanent trading activities and shall confirm to any relevant requirements of the law;
 - 5.1.2. Power to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the objects or of similar charitable purposes and to exchange information and advice with them;
 - 5.1.3. Power to support any charitable trusts, associations or institutions formed for all or any of the objects;
 - 5.1.4. Power to appoint and constitute such advisory committees as the EC may think fit;
 - 5.1.5. Power to do all such other lawful things as is necessary for the achievement of the objects.

6. MEMBERSHIP

- 6.1. Membership of the Charity shall be open to any person over the age of 18 years interested in furthering the objects and who has paid, as part of a household, the annual subscription laid down from time to time by the EC.
- 6.2. Every member shall have one vote.
- 6.3. The EC may by unanimous vote and for good reason, terminate the membership of an individual; provided that the individual concerned shall have the right to be heard by the EC, accompanied by a friend, before the final decision is made.

7. HONORARY OFFICERS

- 7.1. At the Annual General Meeting of the Charity, the members shall elect from amongst themselves a Chairman, a Secretary and a Treasurer who shall hold the office from the conclusion of that meeting.

8. OTHER OFFICERS

- 8.1. In addition to the offices of clause 7, where membership numbers permit, the members shall also elect from amongst themselves, a Vice Chairman, Second Hand Uniform Shop (SHUS) representative, and Form Reps Liaison representative, and a Publicity/PR officer. An individual may hold one or more of these offices.

9. THE EXECUTIVE COMMITTEE

- 9.1. The EC shall consist of not less than 6 members or more than 15 members, being:
 - 9.1.1. The honorary officers specified in clause 7;
 - 9.1.2. Not less than 3 and not more than 13 members elected at the Annual General Meeting who shall hold office from the conclusion of that meeting.
- 9.2. The EC may in addition appoint not more than 5 co-opted members, but so that no-one may be a co-opted member if as a result, more than one third of the members of the EC would be co-opted members and/or the total membership of the EC would exceed 15 members.
- 9.3. Membership of the EC is for a total period of 3 academic years (or parts thereof), after which time a member will retire. After a further minimum period of 2 academic years, a member may stand for re-election to the EC.
- 9.4. All members of the EC shall retire from office together at the end of the AGM next after the date on which they came into office, but they may be re-elected or re-appointed within the 3 academic year period of office.
- 9.5. The proceedings of the EC shall not be invalidated by any vacancy amongst their number or by any failure to appoint or any defect in the appointment or qualification of a member.
- 9.6. Nobody shall be appointed as a member of the EC who is aged under 18 or who would if appointed be disqualified under the provisions of the following clause.
- 9.7. No person shall be entitled to act as a member of the EC whether on a first or subsequent entry into office until after signing in the minute book a declaration of the acceptance and of willingness to act in the trusts of the Charity.

10. DETERMINATION OF MEMBERSHIP OF THE EXECUTIVE COMMITTEE

- 10.1. A member of the EC shall cease to hold office if he or she:
 - 10.1.1. Is disqualified from acting as a member if the EC by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
 - 10.1.2. Becomes incapable by reason of mental disorder, illness or injury in managing or administering his or her own affairs;
 - 10.1.3. Is absent without the permission of the EC from all their meetings held within a period of six months and the EC resolve that his or her office be vacated; or
 - 10.1.4. Notifies to the EC a wish to resign (but only if at least 3 members of the EC will remain in office when the notice of resignation is to take effect).

11. EXECUTIVE COMMITTEE MEMBERS NOT TO BE PERSONALLY INTERESTED

- 11.1. Subject to the provision of sub-clause 11.2 of this clause, no member of the EC shall acquire any interest in property belonging to the Charity (otherwise than as a Trustee for the

Charity) or receive remuneration or be interested (other than as a member of the EC) in any contract entered into by the EC.

- 11.2. Any member of the EC for the time being who is a solicitor, accountant or other person engaged in a profession, may charge and be paid all the usual professional charges for business done by him or her or their firm when instructed by the other members of the EC to act in a professional capacity on behalf of the charity, provided that at no time shall a majority of the members of the EC benefit under this provision and that a member of the EC shall withdraw from any meeting at which his or her own instructions or remuneration or that of his or her firm is under discussion.

12. MEETINGS & PROCEEDINGS OF THE EXECUTIVE COMMITTEE

- 12.1. The EC shall hold at least one ordinary meeting in each school term. A special meeting may be called at any time by the Chairman or by any two members of the EC upon not less than 7 days notice being given to the other members of the EC of matters to be discussed, but if the matters include the appointment of a co-opted member then not less than 21 days notice must be given.
- 12.2. The Chairman or Vice-Chairman shall act as Chair at meetings of the EC. If both are absent from any meeting, three members of the EC present shall choose one of their number to be Chair of the meeting before any other business is transacted.
- 12.3. There shall be a quorum when at least one quarter of the members of the EC for the time being or 3 members of the EC, whichever is the greater, are present at a meeting.
- 12.4. Every matter shall be determined by a majority of votes of the members of the EC present and voting on the question, but in the case of equality of votes the Chair of the meeting will have a second or casting vote.
- 12.5. The EC shall keep minutes, in books kept for the purpose, of the proceedings at meetings of the EC and any sub-committee.
- 12.6. The EC may from time to time make and alter rules for the conduct of their business, the summoning and conduct of meetings and the custody of documents. No rule may be made which is inconsistent with this constitution.
- 12.7. The EC may appoint one or more sub-committees consisting of one or more members of the EC and two or more members of FOTM for the purpose of making any inquiry or performing any function or duty which in the opinion of the EC would be more conveniently undertaken or carried out by a sub-committee: provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the EC.

13. RECEIPTS AND EXPENDITURE

- 13.1. The funds of the Charity, including all subscriptions, donations, contributions and bequests, shall be paid over into an account operated by the EC in the name of the Charity at such bank(s) as the EC shall from time to time decide. Signatories for each account are to be decided and maintained by the Treasurer.

- 13.2. The funds belonging to the Charity shall be applied only in furthering the objects as determined by the EC.

14. ACCOUNTS

- 14.1. The EC shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to:
 - 14.1.1. The keeping of accounting records for the charity;
 - 14.1.2. The preparation of annual statements of account for the Charity;
 - 14.1.3. The auditing or independent examination of the statements of account of the Charity;
and
 - 14.1.4. The transmission of the statement of account of the Charity to the Commission.

15. ANNUAL REPORT

- 15.1. The EC shall comply with their obligation under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Commission.

16. ANNUAL RETURN

- 16.1. The EC shall comply with their obligation under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Commission.

17. ANNUAL GENERAL MEETING

- 17.1. There shall be an Annual General Meeting (AGM) of the Charity which shall be held in the month of June in each year or as soon as practicable thereafter.
- 17.2. Every AGM shall be called by the EC. The Secretary shall give at least 21 days notice of the AGM to all members of the Charity. All members of the Charity shall be entitled to attend and vote at the meeting.
- 17.3. If the Chairman cannot be present to chair the AGM, before any other business is transacted, the members present shall appoint a Chair of the meeting which will normally be the Vice-Chairman.
- 17.4. The EC shall present to each AGM the report and accounts for FOTM and a report from SHUS.
- 17.5. Nominations for election to the EC must be made by members of the Charity in writing and must be in the hands of the Secretary of the EC at least 7 days before the AGM. Should nominations exceed vacancies, election shall be by ballot.

18. SPECIAL GENERAL MEETINGS

- 18.1. The EC may call a special general meeting of the Charity at any time. If at least 5 general members of the Charity (excluding the EC) request such a meeting in writing stating the business to be considered, the Secretary must call such a meeting. At least 21 days notice must be given. The notice must also state the business to be discussed.

19. PROCEDURE AT GENERAL MEETINGS

- 19.1. The Secretary or other person specially appointed by the EC shall keep a full record of proceedings at every general meeting of the Charity.
- 19.2. There shall be a quorum when at least one tenth of the number of members of 10 members whichever is the lesser number are present at any general meeting.

20. NOTICES

- 20.1. A notice required to be served on any member of the Charity shall be in writing and shall be served to the Secretary or the EC on any member personally or via the Manor Preparatory School.

21. ALTERATIONS TO THE CONSTITUTION

- 21.1. Subject to the following provisions of this clause, the Constitution may be altered by a resolution passed by not less than two thirds of the members present and voting at a General Meeting. The notice of the General meeting must include notice of the resolution setting out the terms of the alteration proposed.
- 21.2. No amendment may be made to Clause 1 (Name), Clause 3 (Objects), Clause 11 (EC Members not be to personally interested), Clause 22 (Dissolution) or this Clause without prior consent in writing of the Commissioners.
- 21.3. No amendments may be made which would have the effect of making the Charity cease to be a charity by law;
- 21.4. The EC should promptly send to the Commissioners a copy of any amendments to this clause.

22. DISSOLUTION

- 22.1. If the EC decides that it is necessary or advisable to dissolve the Charity, it shall call a meeting of all members of the Charity, of which no more than 21 days notice (stating the terms of the resolution to be proposed) shall be given.
- 22.2. If the proposal is confirmed by a two-thirds majority of those present and voting, the EC shall have the power to realise any assets held by the Charity. Any assets remaining after the satisfaction of any proper debts and liabilities, shall be given or transferred to the Manor Preparatory School or failing that to be applied to some other charitable purpose as determined by the members.

22.3. A copy of the statement of accounts for the final accounting period of the Charity must be sent to the Commissioners.

23. ARRANGEMENTS UNTIL THE NEXT ANNUAL GENERAL MEETING

23.1. Until the next AGM takes place, this constitution shall take effect as if references in it to the EC were references to the persons whose signatures appear at the bottom of this document.

23.2. This constitution was adopted on the date mentioned on page 1 of this document by the persons whose signatures appear below.

Signed: Caroline Steinsberg Chairman
Annabel Gastell TREASURER
Sarah Willis SECRETARY
Clare Simpson
Victoria Sand
John Sand
Philipp Vol
Wood