

**ST MICHAEL'S SCHOOL ASSOCIATION**  
**NOTES SUPPORTING RESOLUTION TO ALTER THE CONSTITUTION**

---

**NOTES**

(1) *The previous wording of paragraph 8.2 was:*

*“Audited Annual Accounts for the last complete financial year will be presented at the AGM. If the audit has not been completed then unaudited accounts will be presented and the Audited Annual Accounts will be presented as soon as reasonably possible in General Meeting and distributed to Members as soon as they are available after the AGM and within a maximum of 4 months of the AGM.”*

*The Trustees believe a broader description of the purpose of the AGM is required and the detailed procedures are better set out in clause 17 (Financial Year and Banking). The term “audit” is also inaccurate, as, under current legislation, the Association is required to submit the accounts for an “independent examination”, which is less onerous than an “audit”. As seen in (4) below, the revised version refers to “external scrutiny” as a more general term.*

(2) *The previous wording of paragraphs 17.1 and 17.2 was:*

*“17.1 The financial year for the Association shall run from 1<sup>st</sup> April to 31<sup>st</sup> March.  
17.2 The Treasurer shall keep an account of all income and expenditure and shall submit accounts to the Members in accordance with paragraph 8.”*

*The main purpose of the resolution is to change the dates of the financial year. The revised paragraph 17.2 incorporates the notion of a speedy preparation of accounts deleted from paragraph 8.2.*

(3) *The wording of paragraph 18 (Alterations) was as follows:*

*“18.1 No alteration of the Constitution or rules may be made except at the AGM or where specifically indicated in the agenda for a general meeting, members special meeting or a TEGM.  
18.2 No alteration or amendment shall be made to the objects or the dissolution which would cause the Association to cease to be a charity at law.”*

*See (5) below for how this information is incorporated into Clause 23.*

(4) *The previous wording omitted any reference to independent examination or audit. (This was the subject of paragraph 8.2 in (1) above.) The phrase “external scrutiny” is used to allow for the possibility that a different form of examination may be required in the future.*

(5) *Item (a) is taken from the deleted paragraph 18.1. Item (b) is a special rule for notice of amendment of the Constitution. Other agenda items require only 48 hours’ notice.*

(6) *The wording of paragraph 31 (Accounts, Annual Report, Annual Return) was as follows:*

*“31.1 The Trustees must comply with their obligations under the Charities Act 2011 with regard to:*  
*(a) the keeping of accounting records for the Charity;*  
*(b) the preparation of annual statements of account for the Charity;*  
*(c) the transmission of the statements of account to the Commission;*  
*(d) the preparation of an Annual Report and its transmission to the Commission;*  
*(e) the preparation of an Annual Return and its transmission to the Commission.”*

(7)(8) *Self-explanatory.*

(9)

**ST MICHAEL'S SCHOOL ASSOCIATION  
NOTES SUPPORTING RESOLUTION TO ALTER THE CONSTITUTION**

---

**OLD CONSTITUTION WITH AMENDMENTS HIGHLIGHTED**

**CONSTITUTION  
ST. MICHAELS SCHOOL ASSOCIATION  
Charity Number 1076564**

**1. Constitution**

The Charity will be administered and managed in accordance with the provisions in this Constitution which was agreed and adopted by a majority vote by Members attending a General Meeting on 25 February 2016, and this Constitution supersedes and replaces any and all former constitutions.

**2. Name of the Charity**

The Charity shall be known as St. Michael's School Association ("SMSA") (registered charity number. 1076564) – referred to as the 'Association' or 'the Charity' in this document.

**3. Purposes and Objectives of the SMSA**

The Purposes and Objectives of the SMSA shall be to advance the education of the pupils of St. Michael's Church of England School N6 (Highgate) – or any other name it may be known by in the future (the "school"), by providing and assisting in the provision of facilities for education at the school (not formally provided by the Education Authority) and as an ancillary thereto and in furtherance of the objects the SMSA may:

- (a) foster more extended relationships between the parents, staff and governors and others associated with the school;
- (b) engage in activities which support the school and advance the education of the pupils attending it;
- (c) provide funds to rent, purchase and/or finance improvements to the school buildings, grounds and facilities as agreed and in discussion with the Governors and teaching staff; and
- (d) purchase equipment, educational products and any other items not provided by the Local Authority or School Governors that the teaching staff believe will further the objects of the Association.

**4. Officers and Trustees**

4.1 The Charity shall be managed by Officers and Trustees who are appointed in accordance with Paragraph 5 (Appointment of Trustees and Officers).

4.2 The Officers of the Association shall include: Chair, Vice-Chair, Secretary, Treasurer, General portfolio (including sponsorship). Additional Officers (with specific or general portfolios) may be created by a resolution passed with majority vote at a General Meeting or AGM. Each Officer post may be held by no more than three (3) people on a joint and several basis. Where the Officer position is to be shared, the incumbent Officer or appointees must agree to this. Positions may be unfilled; however, the Association, will be precluded from operating in the event that the Treasurer and/or Chair positions are vacant. In the event that positions are unfilled, the Officers will use their reasonable endeavours to appoint additional Officers as soon as reasonably possible. The Officers will conduct the day to day business of the Charity and are collectively known as the "Committee".

4.3 There will be a minimum of five (5) Trustees. There is no maximum number of Trustees.

4.4 The Trustees will comprise: the Officers of the Association and at least one (1) other natural person, who is not a member of the Committee. In the event that an Officer post is unfilled, the Trustees must use their reasonable endeavours to appoint an additional Trustee with the intention of ensuring there are a minimum of five (5) Trustees. Where an Officer position is held on a joint and several basis at least one of the persons in that Officer position is required to be a Trustee.

4.4 Officers and Trustees must be either (i) a Member of the Association; or (ii) a former Member (by way of being a former parent/guardian, teacher or Governor) or (iii) a former pupil at the School.

4.5 No one may serve as a Trustee or an Officer in the event that they are under investigation for criminal activity of any kind; all Officers and Trustees must be suitably qualified for the positions they hold and submit to any child protection or other relevant background checks the Charity or the school require (including by way of example but not limited to List 99 or DBS checks).

4.6 The term of office for Officers and Trustees shall be up to a maximum of one (1) year and one (1) month, commencing on their date of appointment at an AGM or General meeting until the next AGM (see 5.2 Appointment of Trustees and Officers).

**5. Appointment of Trustees and Officers**

5.1 Trustees and Officers shall be appointed at the Annual General Meeting of the Charity. Appointments shall be made from the majority vote on a show of hands vote of Members. Secret or written ballots may be held at the outgoing

## ST MICHAEL'S SCHOOL ASSOCIATION NOTES SUPPORTING RESOLUTION TO ALTER THE CONSTITUTION

---

Committee's discretion. In the event of an Officer or Trustee resigning or no longer fulfilling the criteria to be an Officer or Trustee before the end of their term, additional Officers and Trustees may be appointed at a General Meeting from the majority vote on a show of hands vote of Members.

5.2 Each of the Officers and Trustees shall retire with effect from the conclusion of the Annual General Meeting (AGM) or General Meeting next after his or her appointment but shall be eligible for re-election for another term at that AGM.

5.3 No-one may be elected a Trustee or an Officer at any AGM or general meeting unless prior to or during the meeting the Charity is given notice that:

- (a) a Member proposes the individual for that position either in writing or in person; and
- (b) the person who is to be proposed shows his or her willingness to be appointed; and
- (c) the person fills any necessary criteria for appointment; and
- (d) nominees for Officers are Members and will remain so for their term.

5.4 The Members may not appoint a person to be an Officer unless the position is vacant or the incumbent has resigned, save that persons may be removed against their will on a resolution at an AGM or General Meeting by a majority vote of Members or the Trustees and Officers using the disputes process.

5.5 Each Officer can serve no more than 6 consecutive terms as an Officer (4 consecutive years in one individual role).

5.6 Trustees can serve no more than 6 consecutive terms as a Trustee. Time spent as Officers is disregarded.

### 6. Membership of the Association

6.1 The Members of the Charity include:

- (a) all parents and guardians of pupils attending the school;
- (b) all members of the school governing body ('the Governors');
- (c) all full- and part-time teaching and non-teaching staff in the school; and
- (d) all Officers and Trustees.

6.2 Membership is automatic and non-transferable. Members will cease to be eligible as members when such persons no longer fulfil the membership criteria or membership is terminated.

6.3 The Association will keep a register of names and addresses of Trustees, Officers and Committee members only. The school may at its discretion keep and maintain Members' names and addresses.

6.4 All Members must be natural persons.

### 7. Termination of Membership

7.1 Membership is terminated if:

- (a) the Member no longer fulfils any of the criteria for membership.
- (b) the Member is removed from membership by a resolution of the Trustees.

7.2 A resolution to remove a member from membership may only be passed if:

- (a) the Trustees honestly consider it is in the best interests of the Charity that the membership is terminated; and
- (b) the Member has been given at least twenty one days' notice in writing of the meeting of the Trustees at which the resolution will be proposed and the reasons why it is to be proposed; and
- (c) the Member or, at the option of the Member, the Member's representative (who need not be a member of the charity) is allowed to make representations to the meeting.

### 8. AGM

8.1 The AGM shall be held in the 6<sup>th</sup> or 7<sup>th</sup> month of every year.

8.2 At the AGM the members will:

- (a) receive the published accounts of the Association for the previous financial year;
- (b) receive the draft accounts for the current financial year;
- (c) receive the report of the Trustees on the Association's activities since the previous AGM;
- (d) elect the Trustees and Committee members;
- (e) appoint or re-appoint the independent examiner or auditor for the Association;
- (f) discuss and determine any issues of policy or deal with any other business put before them.

8.3 The Committee will give notice of the date of the AGM at least 28 days before the AGM. The agenda and requests for nominees for Officer and Trustee positions will be circulated by the Committee no less than 48 hours in advance of the AGM. This information will be circulated through class representative Members (class reps) by email. The Committee will take other reasonable steps to notify Members of the AGM (including by way of example only: putting up posters in the SMSA notice board in the "top playground area" or on main entry points to school and word of mouth).

8.4 Any Members may attend the AGM. Non-Members may attend on invitation of the Committee only.

### 9. General Meetings and Trustee Extraordinary Meetings

9.1 General meetings of the Association shall take place on a regular basis as and when considered necessary by the

## **ST MICHAEL'S SCHOOL ASSOCIATION NOTES SUPPORTING RESOLUTION TO ALTER THE CONSTITUTION**

---

Committee but at least one meeting will be held per school term. The Committee will give notice of the date of each General Meeting at least 7 days beforehand. The agenda will be circulated by the Committee no less than 48 hours in advance. This information will be circulated through class representative Members (class reps) by email. The Committee will take other reasonable steps to notify Members of General Meetings (including by way of example only: putting up posters in the SMSA notice board in the "top playground area" and word of mouth). Any Members may attend General Meetings. Non-Members may attend on invitation of the Committee only.

9.2 The Trustees may call an extraordinary general meeting (TEGM) at any time. The Trustees will give at least 7 days' notice of the date of any TEGM. The agenda will be circulated by the Trustees no less than 48 hours in advance. This information will be circulated through class representative Members (class reps) by email. The Trustees will take other reasonable steps to notify Members of a TEGM and the reasons for the meeting. Any Members may attend a TEGM. Non-Members may attend on invitation of the Trustees only.

9.3 The Trustees must call a TEGM as soon as reasonably possible if requested to do so in writing by at least ten Members. The Members' request must state the nature of the business that is to be discussed and be signed by Members. If the Trustees fail to hold the meeting within twenty-eight days of the request being received by the Trustees, the Members may proceed to call a special general meeting but in doing so they must comply with the provisions of this Constitution. At least 7 days notice shall be given and a written agenda circulated to Members at least 48 hours in advance. The Members shall indicate which Member will chair this meeting.

9.4 Emergency General Meetings may take place, without the necessary notice periods and agenda items being circulated in advance. In the event that all the Members do not agree to waive the notice requirements, Members can require any votes or business conduct at the Emergency General Meeting to be ratified by a majority vote on a show of hands at a general meeting scheduled in accordance with this Constitution. In the event that Members require such ratification at least 5 Members must request this action in writing.

9.5 All Members will have the right to attend meetings and vote on any actions, unless an interested party or subject to a move to terminate membership.

### **10. Notices for meetings**

10.1 Notices for meetings must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so.

10.2 Any notices must clearly set out business, decisions and/or votes that involve requests for expenditure over £1,000 (inc VAT). In the event that a notice does not include such information if relevant, any vote or decision must be ratified at a subsequent quorate meeting before the expenditure can be approved. Such £1,000 total is on individual items or linked items (such as sets of items or separate items with a linked purpose) or for decisions which would lead to a commitment of £1,000 expenditure (such as events organization).

### **11. Quorum**

11.1 No business shall be agreed or votes undertaken unless a quorum is present.

11.2 A quorum is 10 Members.

11.3 Persons with an interest in the subject matter of the vote shall declare this at the meeting before the vote. Persons with such interest shall not be counted in the quorum for the vote on that subject.

11.4 If a quorum is not present or ceases to be present for a decision or a vote, the decision or vote shall be adjourned to a subsequent meeting called in accordance with the relevant provisions of paragraph 9. The notice for such meeting shall indicate where an agenda item involves a vote or decision that has been adjourned as inquorate from a previous meeting. If no quorum is present for the vote or decision at the subsequent meeting, the Members present at that time shall be deemed to form a quorum, provided no fewer than 5 Members are present.

### **12. Chair**

12.1 All meetings shall be chaired by the Chair, save Members' special general meetings called in accordance with paragraph 9.3.

12.2 In the event that the Chair is not available to attend or he or she is not present within fifteen minutes of the time appointed for the meeting, the Vice Chair shall chair the meeting. In the event neither the Chair nor the Vice Chair is present, any Trustee present and willing to act shall chair the meeting.

12.3 If no Trustee is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the Members present may choose a chair for the meeting.

### **13. Adjournments**

13.1 The Members present at a meeting may resolve that the meeting shall be adjourned.

13.2 The person who is chairing the meeting must decide the date time and place at which meeting is to be re-convened unless those details are specified in the resolution.

**ST MICHAEL'S SCHOOL ASSOCIATION**  
**NOTES SUPPORTING RESOLUTION TO ALTER THE CONSTITUTION**

---

13.3 No business shall be conducted at an adjourned meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.

13.4 If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the re-convened meeting stating the date time and place of the meeting.

**14. Votes**

14.1 Each Member or Trustee shall have one vote but if there is an equality of votes the person who is chairing the meeting shall have a casting vote in addition to any other vote he or she may have.

14.2 A resolution in writing signed by at least 50% of Members shall be effective to pass a resolution outside a General Meeting. It may comprise several copies each signed by or on behalf of one or more Members.

14.3 Unless specified otherwise in the agenda, voting shall be by a show of hands in person at a meeting. The Committee may use their discretion to specify in the notice of the agenda the items for which show of hands voting will be supplemented by voting in writing or by electronic mail. Such votes must be received by the Chair or Secretary prior to the start of meeting.

**15. Committee and Management of the Association**

15.1 The day to day management of the Association shall be vested in the Committee.

15.2 Decisions on strategy, funding, fund-raising and other activities of the Association will be taken at Meetings or by written resolution.

15.3 Any matter not provided for in the constitution shall be dealt with by the Committee and Trustees. Their decision shall be considered final unless a Members' resolution signed by at least 10 Members requests that such decision is ratified at a General Meeting.

**16. Responsibilities**

Authority and responsibility for the management of the school rests with the Headteacher and the Governors as appropriate.

**17. Financial Year and Banking**

17.1 The financial year for the Association shall run from 1<sup>st</sup> August to 31<sup>st</sup> July.

17.2 The Treasurer shall keep an account of all income and expenditure and shall submit accounts to the Members in General Meeting as soon as they are available and within a maximum of 4 months of the year end.

17.3 The bank account shall be in the name of St. Michael's School Association and withdrawals shall be made in the name of the Association on the following basis:

(a) Amounts over £1000 - signatures of any two of: i) Chair ii) Secretary iii) Treasurer iv) Vice-Chair v) General vi) Trustee

(b) Amounts under £1000 – one signature of: i) Chair ii) Secretary iii) Treasurer iv) Vice-Chair v) General vi) Trustee

**19. Accounts, Annual Report, Annual Return**

19.1 The Trustees must comply with their obligations under law (including but not limited to the Charities Act 2011) with regard to the:

(a) keeping of accounting records for the Charity;

(b) preparation of annual statements of account for the Charity;

(c) presentation of the accounts for external scrutiny, such as independent examination or audit, if required;

(d) transmission of the statements of account to the Charity Commission for England and Wales (the "Commission");

(e) preparation of an Annual Report and its transmission to the Commission;

(f) preparation of an Annual Return and its transmission to the Commission.

19.2 Accounts must be prepared in accordance with the provisions of any Statement of Recommended Practice issued by the Commission, unless the Trustees are required to prepare accounts in accordance with the provisions of such a Statement prepared by another body.



**ST MICHAEL'S SCHOOL ASSOCIATION**  
**NOTES SUPPORTING RESOLUTION TO ALTER THE CONSTITUTION**

---

**20. Application of income and property**

20.1 The income and property of the Charity shall be applied solely towards the promotion of the objects.

20.2 A Trustee, Member or Officer is entitled to be reimbursed from the property of the Charity or may pay out of such property reasonable expense properly incurred by him or her when acting on behalf of the Charity.

20.3 A Trustee may benefit from trustee indemnity insurance cover, if any, purchased at the charity's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.

20.4 None of the income or property of the Charity may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any Trustee, Officer or Member, save that such persons may receive:

- (a) a benefit in the capacity of a beneficiary of the Charity; and/or
- (b) reasonable and proper remuneration for any goods or services supplied to the Charity.

**21. Benefits and payments to charity trustees and connected persons**

21.1 No Trustee or Officer or connected person may:

- (a) buy or receive any goods or services from the Charity on terms preferential to those applicable to Members or the public;
- (b) sell goods, services or any interest in land to the Charity except as provided in this Constitution;
- (c) be employed by, or receive any remuneration from, the Charity;
- (d) receive any other financial benefit from the Charity save as set out in this Constitution or authorised by court or the Commission. In this paragraph, a 'financial benefit' means a benefit, direct or indirect, which is either money or has a monetary value.

21.2 A Trustee or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the Charity where that is permitted in accordance with, and subject to the conditions in, section 185 of the Charities Act 2011.

21.3 A Trustee or connected person may provide the Charity with goods that are not supplied in connection with services provided to the Charity by the Trustee or connected person.

21.4 A Trustee or connected person may receive interest on money lent to the Charity at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).

21.5 A Trustee or connected person may receive rent for premises let by the Trustee or connected person to the Charity. The amount of the rent and the other terms of the lease must be reasonable and proper. The Trustee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.

21.6 A charity trustee or connected person may take part in the normal trading and fundraising activities of the charity on the same terms as members of the public.

21.7 The Charity and its Trustees may only rely upon the authority provided by this paragraph if each of the following Conditions is satisfied:

- (a) The amount or maximum amount of the payment for the goods is set out in an agreement in writing between the Charity and the Trustee or connected person supplying the goods ('the supplier') under which the supplier is to supply the goods in question to or on behalf of the Charity;
- (b) The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question;
- (c) The other Trustees are satisfied that it is in the best interests of the Charity to contract with the supplier rather than with someone who is not a Trustee or connected person. In reaching that decision the Trustees must balance the advantage of contracting with a Trustee or connected person against the disadvantages of doing so.
- (d) The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the Charity.
- (e) The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of Trustees is present at the meeting.
- (f) The reason for their decision is recorded by the Trustees in publicly available minutes.
- (g) A majority of the Trustees then in office are not in receipt of remuneration or payments authorised in this manner.

21.8 Notwithstanding any provisions of this Constitution, the child or children of any Trustee, Member or connected person may benefit, either directly or indirectly, from the activities and funding of the Association provided they attend the school or are otherwise entitled to benefit from the activities as members of the public.

**22. Dissolution**

22.1 If the Members resolve to dissolve the Charity the Trustees will remain in office as Trustees and be **responsible** for winding up the affairs of the charity in accordance with this paragraph.

22.2 The Trustees must collect in all the assets of the Charity and must pay or make provision for all the liabilities of the Charity.

22.3 The Trustees must apply any remaining property or money:

**ST MICHAEL'S SCHOOL ASSOCIATION**  
**NOTES SUPPORTING RESOLUTION TO ALTER THE CONSTITUTION**

---

- (a) directly for the objects;
- (b) by transfer to any charity or charities for purposes the same as or similar to the Charity;
- (c) to the school for the benefit of the children of the school in any manner which is exclusively charitable at law; or
- (c) in such other manner as the Commission may approve in writing in advance.

22.4 The Members may pass a resolution before or at the same time as the resolution to dissolve the Charity specifying the manner in which the Trustees are to apply the remaining property or assets of the Charity and the Trustees must comply with the resolution if it is consistent with paragraph 22.3.

22.5 In no circumstances shall the net assets of the Charity be paid to or distributed among the Members.

22.6 The Trustees must notify the Commission promptly that the Charity has been dissolved. If the Trustees are obliged to send the Charity's accounts to the Commission for the accounting period which ended before its dissolution, they must send the Commission the Charity's final accounts.

### **23. Amendment of constitution**

23.1 The Charity may amend any provision of this Constitution provided that:

- (a) no amendment may be made except at the AGM or where specifically indicated in the agenda for a General Meeting, Members' Special Meeting or TEGM;
- (b) the members must be given 7 clear days' notice of the proposed amendments;
- (c) no amendment may be made that would have the effect of making the Charity cease to be a charity at law;
- (d) no amendment may be made to alter the objects if the change would undermine or work against the previous objects of the Charity;
- (e) no amendment may be made for which prior written consent of the Commission is required;
- (f) any resolution to amend a provision or paragraph of this Constitution is passed by not less than two thirds of the Members present and voting at a general meeting.

23.2 A copy of any resolution amending this Constitution shall be sent to the Commission within twenty one days of it being passed.

### **24. Powers of trustees**

24.1 The Trustees must manage the business of the Charity and have the following powers in order to further the objects (but not for any other purpose):

- (a) to raise funds provided that in doing so, the Trustees must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations;
- (b) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- (c) to sell, lease or otherwise dispose of all or any part of the property belonging to the Charity provided that in exercising this power, the Trustees must comply as appropriate with sections 117 - 122 of the Charities Act 2011;
- (d) to borrow money and to charge the whole or any part of the property belonging to the Charity as security for repayment of the money borrowed. The Trustees must comply as appropriate with sections 124 - 126 of the Charities Act 2011, if they intend to mortgage land;
- (e) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
- (f) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the objects;
- (g) to acquire, merge with or enter into any partnership or joint venture arrangement with any other charity formed for any of the objects;
- (h) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- (i) to obtain and pay for such goods and services as are necessary for carrying out the work of the Charity;
- (j) to open and operate such bank and other accounts as the Trustees consider necessary and to invest funds and to delegate the management of funds in the same manner and subject to the same conditions as the Trustees of a trust are permitted to do by the Trustee Act 2000; and
- (k) to do all such other lawful things as are necessary for the achievement of the objects.

24.2 No alteration of this Constitution or any special resolution shall have retrospective effect to invalidate any prior act of the Trustees.

24.3 Any meeting of Trustees at which a quorum is present at the time the relevant decision is made may exercise all or any of the powers exercisable by the Trustees.

### **25. Disqualification and removal of Trustees**

A Trustee shall cease to hold office if he or she:

**ST MICHAEL'S SCHOOL ASSOCIATION**  
**NOTES SUPPORTING RESOLUTION TO ALTER THE CONSTITUTION**

---

- (a) is disqualified from acting as a Trustee by virtue of sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision);
- (b) ceases to fulfil the conditions of paragraph 4;
- (c) in the written opinion, given to the Charity, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a Trustee and may remain so for more than three months;
- (d) resigns as a Trustee by written notice to the Charity (but only if at least two Trustees will remain in office when the notice of resignation is to take effect); or
- (e) is consistently absent without the permission of the other Trustees from their meetings held within a period of six consecutive months and the other Trustees resolve that his or her office be vacated.

**26. Proceedings of Trustees**

- 26.1 The Trustees may regulate their proceedings as they think fit, subject to the provisions of this Constitution.
- 26.2 Any Trustee may call a meeting of the Trustees.
- 26.3 The secretary must call a meeting of the Trustees if requested to do so by a Trustee.
- 26.4 Questions arising at a meeting must be decided by a majority of votes on a show of hands.
- 26.5 In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.
- 26.6 No decision may be made by a meeting of the Trustees unless a quorum is present at the time the decision is purported to be made.
- 26.7 The quorum shall be two or the number nearest to one-third of the total number of Trustees, whichever is the greater or such larger number as may be decided from time to time by the Trustees.
- 26.8 A Trustee shall not be counted in the quorum present when any decision is made about a matter upon which that Trustee is not entitled to vote.
- 26.9 If the number of Trustees is less than the number fixed as the quorum, the continuing Trustees or Trustee may act only for the purpose of filling vacancies or of calling a general meeting.
- 26.10 The person elected as the Chair shall chair meetings of the Trustees.
- 26.11 If the Chair is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the Trustees present may appoint one of their number to chair that meeting.
- 26.12 The person appointed to chair meetings of the trustees shall have no functions or powers except those conferred by this Constitution or delegated to him or her in writing by the Trustees.
- 26.13 A resolution in writing signed by all the Trustees entitled to receive notice of a meeting of Trustees or of a committee of Trustees and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Trustees or (as the case may be) a committee of Trustees duly convened and held.
- 26.14 The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more Trustees.
- 26.15 A Trustee may not appoint anyone to act on his or her behalf at meetings of the Trustees.

**27. Conflicts of interests and conflicts of loyalties**

- 27.1 A Trustee must:
  - (a) declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Charity or in any transaction or arrangement entered into by the Charity which has not been previously declared; and
  - (b) absent himself or herself from any discussions of the Trustees in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Charity and any personal interest (including but not limited to any personal financial interest).
- 27.2 Any Trustee absenting himself or herself from any discussions in accordance with this paragraph must not vote or be counted as part of the quorum in any decision of the Trustees on the matter.

**28. Delegation**

- 28.1 The Trustees may delegate any of their powers or functions to a committee of two or more Trustees but the terms of any such delegation must be recorded in publicly available minutes.
- 28.2 The Trustees may impose conditions when delegating, including the conditions that:
  - (a) the relevant powers are to be exercised exclusively by the committee to whom they delegate;
  - (b) no expenditure may be incurred on behalf of the Charity except in accordance with a budget previously agreed with the trustees.
- 28.3 The Trustees may revoke or alter a delegation.
- 28.4 All acts and proceedings of any committees must be fully and promptly reported to the Trustees.

**29. Saving provisions**



## ST MICHAEL'S SCHOOL ASSOCIATION NOTES SUPPORTING RESOLUTION TO ALTER THE CONSTITUTION

---

29.1 Subject to paragraph 28.2, all decisions of the Trustees, or of a committee of the Trustees, shall be valid notwithstanding the participation in any vote of a Trustee:

- (a) who is disqualified from holding office;
- (b) who had previously retired or who had been obliged by this Constitution to vacate office;
- (c) who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise; provided that, without the vote of that Trustee and that Trustee being counted in the quorum, the decision has been made by a majority of the Trustees at a quorate meeting.

29.2 This paragraph does not permit a Trustee to keep any benefit that may be conferred upon him or her by a resolution of the Trustees or of a committee of Trustees if, but for this paragraph 28, the resolution would have been void, or if the Trustee has not complied with this Constitution.

29.3 No resolution or act of

- (a) the Trustees
- (b) any committee of the Trustees
- (c) the Charity in general meeting

shall be invalidated by reason of the failure to give notice to any Trustee or Member or by reason of any procedural defect in the meeting unless it is shown that the failure or defect has materially prejudiced a Member or the beneficiaries of the Charity.

### 30. Minutes

The Trustees must keep minutes of all:

- (1) appointments of Officers and Trustees by the Trustees;
- (2) proceedings at meetings of the Charity;
- (3) meetings of the Trustees and committees of Trustees including:
  - (a) the names of the Trustees present at the meeting;
  - (b) the decisions made at the meetings; and
  - (c) where appropriate the reasons for the decisions.

### 31. Accounts, Annual Report, Annual Return

31.1 The Trustees must comply with their obligations under the Charities Act 2011 with regard to:

- (a) the keeping of accounting records for the Charity;
- (b) the preparation of annual statements of account for the Charity;
- (c) the transmission of the statements of account to the Commission;
- (d) the preparation of an Annual Report and its transmission to the Commission;
- (e) the preparation of an Annual Return and its transmission to the Commission;

31.2 Accounts must be prepared in accordance with the provisions of any Statement of Recommended Practice issued by the Commission, unless the Trustees are required to prepare accounts in accordance with the provisions of such a Statement prepared by another body.

### 32. Registered particulars

The Trustees must notify the Commission promptly of any changes to the Charity's entry on the Central Register of Charities.

### 33. Property

33.1 The Trustees must ensure the title to:

- (a) all land held by or in trust for the Charity that is not vested in the Official Custodian of Charities; and
- (b) all investments held by or on behalf of the Charity, is vested either in a corporation entitled to act as custodian trustee or in not less than three individuals appointed by them as holding trustees.

33.2 The terms of the appointment of any holding trustees must provide that they may act only in accordance with lawful directions of the Trustees and that if they do so they will not be liable for the acts and defaults of the Trustees or of the Members.

33.3 The Trustees may remove the holding trustees at any time.

### 34. Repair and insurance

The Trustees must keep in repair and insure to their full value against fire and other usual risks all the buildings of the Charity (except those buildings that are required to be kept in repair and insured by a tenant). They must also insure suitably in respect of public liability and employer's liability.

### 35. Notices

**ST MICHAEL'S SCHOOL ASSOCIATION**  
**NOTES SUPPORTING RESOLUTION TO ALTER THE CONSTITUTION**

---

35.1 Any notice required by this Constitution to be given to or by any person must be:

- (a) in writing; or
- (b) given using electronic communications.

35.2 The Charity may give any notice to a Member either:

- (a) personally; or
- (b) by sending it by post in a prepaid envelope addressed to the Member at his or her address; or
- (c) by leaving it at the address of the Member; or
- (d) by giving it using electronic communications to the Member's email address.

35.3 A Member who does not register an address or an email address with the Charity or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Charity.

35.4 A Member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and of the purposes for which it was called.

35.5 Proof that

- (a) an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given; and/or
- (b) a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given.

35.6 A notice shall be deemed to be given 48 hours after the envelope containing it was posted or, in the case of an electronic communication, 48 hours after it was sent.

### **36. Rules**

36.1 The Trustees may from time to time make rules or bye-laws for the conduct of their business, which may regulate the following matters but are not restricted to them:

- (a) the admission of Members (including the admission of organisations to membership) and the rights and privileges of such Members, and the entrance fees, subscriptions and other fees or payments to be made by Members;
- (b) the conduct of Members in relation to one another, and to the Charity's employees and volunteers;
- (c) the setting aside of the whole or any part or parts of the charity's premises at any particular time or times or for any particular purpose or purposes;
- (d) the procedure at general meeting and meetings of the Trustees in so far as such procedure is not regulated by this Constitution;
- (e) the keeping and authenticating of records. (If regulations made under this paragraph permit records of the Charity to be kept in electronic form and requires a Trustee to sign the record, the regulations must specify a method of recording the signature that enables it to be properly authenticated);
- (f) generally, all such matters as are commonly the subject matter of the rules of an unincorporated association.

36.2 The Charity in general meeting has the power to alter, add to or repeal the rules or bye-laws.

36.3 The Trustees must adopt such means as they think sufficient to bring the rules and bye-laws to the notice of Members.

36.4 The rules or bye-laws shall be binding on all Members. No rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in, this Constitution.

### **37. Disputes**

If a dispute arises between Members about the validity or propriety of anything done by the Members under this Constitution, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

### **38. Interpretation**

38.1 In this Constitution 'connected person' means:

- (a) a parent, grandchild, grandparent, brother or sister of the trustee; BUT not a child that is in attendance at 'the school'.
- (b) the spouse or civil partner of the trustee or of any person falling within paragraph 38(a);
- (c) a person carrying on business in partnership with the trustee or with any person falling within paragraph 38(a)-(b);
- (d) an institution which is controlled by the Trustee or any connected person falling within paragraph 38(a)-(c);
- (e) an institution which is controlled by two or more persons falling within paragraph 38(d), when taken together
- (f) a body corporate in which the Trustee or any connected person falling within paragraph 38(a)-(c) has a substantial interest; or
- (g) a body corporate in which two or more persons falling within paragraph 38(f) who, when taken together, have a substantial interest.

38.2 Sections 350 – 352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this

**ST MICHAEL'S SCHOOL ASSOCIATION  
NOTES SUPPORTING RESOLUTION TO ALTER THE CONSTITUTION**

---

Constitution.

ST. MICHAEL'S SCHOOL ASSOCIATION  
ST. MICHAEL'S SCHOOL  
NORTH ROAD  
HIGHGATE  
LONDON  
N6 4BG

