

CONSTITUTION of THE ORLEY FARM ASSOCIATION

Adopted on the 24th day of June 1996

1. The name of the Association shall be the "Orley Farm Association" (OFA).

ADMINISTRATION

2. Subject to the matters set out below, the Association and its property shall be administered and managed in accordance with this Constitution by the members of the Committee, constituted by Clause 7 of this Constitution ("The Committee").

OBJECTS

3. The main Objects of the Association shall be:
 - to organise events for parents and pupils of Orley Farm School ("the School"), with the approval of the School;
 - to raise funds for the benefit of the School and/or to further the pupils' education;
 - to promote greater involvement among parents and between parents and the School.

POWERS

4. In furtherance of the Objects, but not otherwise, the Committee may exercise the following powers:
 - (i) power 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.
 - (ii) power to do all such other lawful things as are necessary or desirable for the achievement of the Objects.
 - (iii) power to co-operate with other charities, voluntary bodies and statutory authorities operating in the furtherance of the Objects, or of similar charitable purposes, and to exchange information and advice with them.
 - (iv) power to employ such staff (who shall not be members of the Committee) as are necessary for the proper pursuit of the Objects. (v) power subject to any consents required by law to borrow money.

MEMBERSHIP

5. Membership of the Association shall consist of all parents and/or guardians of pupils attending the School who have paid the termly subscription fee, laid down from time to time by the Committee and agreed at the Annual General Meeting of the Association.
6. Every member shall have one vote.

THE COMMITTEE

The Committee shall comprise not less than 10 members. Committee members may serve for up to four years. Members may be reappointed, but not before a period of at least one academic year has elapsed from the time of their leaving the Committee. The mechanism for the appointment of the Committee shall be determinable by the members in general meeting (by a vote requiring a 75 per cent majority of those attending) and until otherwise so determined shall be as detailed in paragraphs 8-12 below.

APPOINTMENT OF COMMITTEE

8. The Committee shall comprise the Officers, members invited by the Head Teacher of Orley Farm School to represent their form or year, and any co-opted members as detailed in paragraph 12.
9. Members who consider that their interests are not sufficiently or adequately represented by their appointed representative on the Committee may notify the Committee requesting the appointment of an additional or alternative representative. If the Committee agrees, the Committee may request the Head Teacher to make an additional or alternative appointment but shall not be obliged to do so unless such a request is supported by at least 50 per cent of those members represented by the appointed representative to whom the request relates.
10. Committee members who resign may be replaced at the discretion of the Committee.
11. Save for appointments in accordance with paragraph 9, or appointments to fill a vacancy, the appointment of Committee members shall be made before the final meeting of the Committee in each academic year, the appointment to take effect at the beginning of the next academic year. New Committee members so appointed shall be invited to attend at but not vote at the final meeting of the Committee of the academic year before their appointment takes effect.
12. The Committee may, in addition, appoint co-opted members (as long as the total number does not exceed a third of the Committee, number), decided at a meeting of the Committee and to take effect from the end of that meeting unless an appointment is to fill a place which has not been vacated, in which case the appointment(s) shall run from the date when the post becomes vacant.

BUSINESS OF THE COMMITTEE

13. The Officers of the Committee (Chairman, Vice Chairman, Secretary and Treasurer) shall be elected by the Committee from within its own membership. The Officers may or may not then decide to relinquish their roles as representatives of their forms or years, and the Head Teacher may or may not then invite other Association members to stand in their places. The Officers shall retire at the end of the academic year, may be eligible for re-election for a further year, but cannot serve for more than two consecutive years. Nominations for Officers shall be made in writing to the Secretary of the Association at least 14 days before the first Committee meeting of the Summer Term. Nominations shall be listed on the Agenda for that meeting, and voting shall be by ballot or a show of hands.

14. The Committee shall hold at least one meeting per term. A special meeting may be called at any time by the Chairman, upon not less than 4 days' notice being given to other Committee members of the matters to be discussed.
15. Copies of minutes of the previous Committee meeting shall be circulated to all Committee members before the next meeting. An agenda shall be circulated to Committee members on or before the day of the meeting.
16. The Chairman shall act as Chairman of Committee meetings, unless unable to, in which case he/she will appoint a substitute. When voting takes place, issues shall be decided by a show of hands of those present. The Chairman has the casting vote.
17. The Committee may appoint one or more sub-committees, consisting of two or more members of the Committee, for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Committee would be more conveniently undertaken by a sub-committee; provided that all acts and proceedings of any such sub-committee shall be fully and promptly reported to the main Committee.
18. The Secretary of the Association shall keep minutes, in books kept for the purpose, of those present and the proceedings at meetings of the Committee and sub-committees.
19. The Committee may, from time to time, make and alter rules for the conduct of their business, the summoning and conduct of their meetings and the custody of documents. No rule may be made which is inconsistent with the Constitution.
20. Members of the School staff and other members of the Association may be invited by the Committee to attend Committee meetings.

FUNDS AND ACCOUNTS

21. The funds of the Association, including all donations, contributions and bequests, shall be paid into an account or accounts operated by the Treasurer in the name of the Association at such bank(s) or building society(ies) as the Committee shall from time to time, decide. All cheques drawn on the account(s) must be signed by the Treasurer and one other Officer. Or, if the Treasurer is not available, by the two other Officers.
22. Allowing for administrative expenses, the funds of the Association shall be used at the Committee's discretion, with the approval of the Board of Governors, for the benefit of the School or otherwise furthering the Objects, not for any other purpose.
23. The Treasurer shall comply with the Association's obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to:
 - (i) the keeping of accounting records for the Association;
 - (ii) the preparation of annual statements of account for the Association;
 - (iii) the auditing or independent examination of the statements of account of the Association; and
 - (iv) the transmission of the statements of the Association to the Commissioners.

24. The financial year shall end on the last day of the Easter Term, and the annual accounts shall be presented to the Committee, and agreed by them, prior to circulation to members of the Association at the Annual General Meeting.
25. An annual report on the Association's affairs and accounts (complying with their obligations under the Charities Act 1992 - see Clause 23), compiled by the Officers of the Association shall be circulated and agreed upon by the Committee, and then presented to all members of the Association and the Commissioners.

GENERAL MEETINGS

26. There shall be an Annual General Meeting (AGM) of the Association which shall be held during the Summer Term, or as soon as is practicable thereafter). The Secretary shall give at least 21 days' notice of the AGM to all Association members. All members of the Association shall be entitled to attend and vote at the meeting.
27. The Chairman and Treasurer shall present to each AGM the report and accounts of the Association for the proceeding year.
28. The agenda, annual accounts, minutes of the previous year's AGM and a list of Committee members and Officers shall be circulated to all Association members in advance of the AGM.
29. The Committee may call a Special General Meeting of the Association at any time. If at least 10 members-request such a meeting in writing, stating the business to be considered, the Secretary shall call such a meeting. At least 21 days' notice must be given. The notice must state the business to be discussed.

ALTERATIONS

30. Proposals to amend this Constitution shall be presented to members of the Association for discussion and approval at the next AGM. In a case of urgency, and provided that not less than 7 days' notice has been given by a member of the Committee, the Constitution may be amended at a meeting of the Committee which is attended by at least 75 per cent of members and passed by a showing of hands of not less than 75 per cent of those present. The amendment(s) shall then be ratified or rejected at the next AGM.
31. No amendment may be made to Clause 1, Clause 3 or Clause 32 without the prior consent in writing of the Commissioners. No amendment may be made which would have the effect of making the Association cease to be a charity at law. The Committee should promptly send to the Commissioners a copy of any amendment made under Clause 30.

DISSOLUTION

32. The Association may be dissolved by a resolution passed by a majority of 75 per cent of those present at a Special General Meeting of the Association convened for the purpose, and provided 21 days' notice of such a meeting is given. If, upon winding up the Association, there remains - after the payment of an its debts - any assets or monies, these shall be given or transferred to Orley Farm School Trust. The distribution of such will be left to the discretion of the School's Head Teacher and Governors as to its use. In the event of a School closure, the monies shall be given or transferred to such other charitable institution(s) having Objects similar to the Objects of the Association as the members may determine, or, failing that shall be applied for some other charitable purpose. A copy of the statement of accounts, or account and statement for the final accounting period of the Association must be sent to the Commissioners.

This Constitution was adopted on the date mentioned above by the persons whose signatures appear at the bottom of this document.

Signed: Philippa Suchet – Chairman
Alison Bradley – Secretary
Julie Clarke – Treasurer

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