

# Constitution

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Prepared for the working group set up in response to a resolution passed at the annual general meeting held March 2015 The document is intended to update and replace the 1997 version of the constitution lodged with the Charities Commission

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Constitution adopted on the 28<sup>th</sup> April 2015

## **PART 1**

### **1 Adoption of the constitution**

The association and its property will be administered and managed in accordance with the provisions in Parts 1 and 2 of this constitution

### **2 Name**

The association's name is the Llanelli Grammar School Old Boys' and Graig Former Pupils Association (and in this document is called the Association)

### **3 Objects**

The Association's objects ("the objects") are

- To leave a lasting, permanent legacy for all past pupils of the school
- To keep former pupils in touch with, and maintain their interest in one another and to secure the support in furthering the memory of the school and its former pupils.
- In carrying out the above objects, the Association intends to fulfil a charitable purpose.

### **4 Application of Income**

4.1 The income of the Association shall be applied solely towards the promotion of the objects

4.2 Payment for the supply of goods and services shall be in accordance with the "Financial Laws and Bylaws of the Association" prevailing at the time.

### **5. Dissolution**

5.1 If the members resolve to dissolve the Association the trustees will remain in office as trustees and be responsible for winding up the affairs of the Association in accordance with this clause.

5.2 The trustees must collect in all assets of the Association and must pay or make provision to pay all the liabilities of the charity.

5.3 The trustees must apply and remaining money

(a) directly for the objects

(b) by transfer to any charity or charities for purposes the same as or similar to the Association

(c) in such other manner that the Charity Commission For England and Wales ("the Commission") may approve in writing in advance.

5.4 The members may pass a resolution before or at the same time as the resolution to dissolve the Association specifying the manner in which the trustees are to apply remaining property or assets of the charity and the trustees must comply with the resolution if it is consistent with paragraphs (a) –(c) of 6.3.

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

## 6. Amendment of constitution

- 6.1 The Association may amend any provision contained in Part 1 of this constitution provided that
- (a) no amendment may be made that would have the effect if making the Association cease to be a charity at law.
  - (b) no amendment may be made to alter the objects if the change would undermine or work against the previous objects of the Association.
  - (c) no amendment may be made to clause 4 without the prior written consent of the Commission
  - (d) any resolution to amend a provision of Part 1 of this constitution is passed by not less than two thirds of the members present and voting at a general meeting.
- 6.2 Any provision contained in Part 2 of this constitution may be amended provided that any such amendment is made by resolution passed by a simple majority of members present and voting at a general meeting,
- 6.3 A copy of any resolution amending this constitution shall be sent to the Commission within twenty one days of it being passed.

## PART 2

### 7 Membership

- 7.1 Membership is open to all former pupils of the School
- 7.2 Membership is recognised at two levels
- 7.2.1 Honorary lifetime membership which may be conferred on any member or any other person who has provided exceptional services to the School, or the charity and who has been elected to that status by majority vote at an annual general meeting of the charity.  
Only members of the trustees may propose candidates to Honorary lifetime membership to an annual general meeting  
Honorary lifetime members shall enjoy all the privileges of membership including election to office and shall not be required to pay membership fees.
  - 7.2.2 Ordinary members where membership is upon payment of an annual fee set and agreed at the annual general meeting
- 7.3 The trustees must keep a register of names and contact details of the members

## 8 Termination of membership

Membership is terminated if:

- 8.1 The member dies
- 8.2 The member resigns by written notice to the Association.
- 8.3 Any sum due from the member due to the Association is not paid in full within six months of it falling due.

## 9 General meetings

- 9.1 The Association must hold a general meeting within twelve months of the date of the adoption if the constitution
- 9.2 The annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings
- 9.3 All general meetings other than the annual general meeting are called special general meetings
- 9.4 The trustees may call a special general meeting at any time
- 9.5 The trustees must call a special general meeting if requested to do so in writing by at least ten members. The request must state the nature of the business that is to be discussed. If the trustees fail to hold the meeting within twenty eight days of the request, the members may proceed to call a special general meeting but in so doing they must comply with the provisions of this constitution.

## 10 Notices

- 10.1 The minimum period of notice required to hold any general meeting of the Association is fourteen clear days from the date on which notice is deemed to have been given.
- 10.2 The notice must specify the date, time and place of the meeting and the general nature of business to be transacted. If the meeting is the annual general meeting, the notice must say so.
- 10.3 The notice must be given to all members and the trustees.

## 11 Quorum

- 11.1 No business shall be transacted at any general meeting unless a quorum is present
- 11.2 A quorum is 20 members entitled to vote upon the business to be conducted at the meeting
- 11.3 If :
  - (a) A quorum is not present within half an hour from the time appointed for the meeting; or
  - (b) During a meeting a quorum ceases to be present,

The meeting shall be adjourned to such a time and place as the trustees shall determine.

11.4 The trustees must re-convene the meeting and must give at least seven clear days notice if the re-convened meeting stating the date time and place of the meeting.

11.5 If no quorum is present at the re-convened meeting within fifteen minutes of the time specified for the start of the meeting the members present at that time shall constitute the quorum for that meeting.

## 12 Chair

12.1 General meetings shall be chaired by the person who has been elected as Chair

12.2 If he or she is not present within fifteen minutes of the time appointed for the meeting a trustee nominated by the trustees shall chair the meeting

12.3 If there is only one trustee present and willing to act, he or she shall chair the meeting

12.4 If no trustee is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present and entitled to vote must choose one of their number to chair the meeting.

## 13 Vice Chair

A person to cover in the absence of the Chair at meetings / functions etc. Same conditions apply as described in 12 above.

## 14 Votes

Each member 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. Officers and trustees

14.1 The Association shall be managed and administered by a committee comprising the officers and other members elected in accordance with this constitution. The officers and other members of the committee shall be the trustees of the Association and in this constitution are together called "the trustees"

14.2 The Association shall have as minimum the following officers ;

- (a) A Chair
- (b) A secretary
- (c) A treasurer.

and respective deputies together with those officers as listed in the current " Listing of Association Officers – Roles and Responsibilities"

14.3 The number of ordinary trustees shall be not less than three but shall not be subject to any maximum

## **15. Appointment of trustees**

15.1 The Association in general meeting shall elect the officers and other trustee

15.2 Each trustee shall retire with effect from the conclusion of the annual general meeting next after his or her appointment but shall be eligible for re-election at the annual general meeting.

15.3 No one may be elected a trustee or an officer at any annual general meeting unless prior to the meeting the Association is given written notice that

(a) is signed by a member entitled to vote at the meeting

(b) states the members' intention to propose the appointment of a person as a trustee or as an officer

(c) is signed by the person who is proposed to show his willingness to be appointed.

## **16. Power of trustees**

16.1 The trustees must manage the business of the Association and have the following powers to further the objects (but not for any other purpose)

(a) To raise funds. In doing so, the trustees must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations.

(b) To set aside income as a reserve against future expenditure but only in accordance with a written policy covering reserves.

(c) To obtain and pay for such goods and services as are necessary for carrying out the work of the Association.

(d) To open and operate such bank and other accounts as the trustees consider necessary.

(e) To do all such lawful things as are necessary for the achievement of the objects.

16.2 No alteration of this constitution or any special resolution shall have retrospective effect to invalidate any prior act of the trustees.

16.3 Any meeting of trustees at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the trustees.

## **17. Proceedings of trustees**

1. The trustees may regulate their proceedings as they think fit, subject to the provisions of this constitution.



2. Any trustee may call for a meeting of the trustees
3. The Secretary must call a meeting if requested to do so by a trustee.
4. Questions arising at a meeting must be decided by a majority of votes
5. In the case of equality of votes, the person who chairs the meeting shall have a second or casting vote.
6. No decision shall be made by a meeting of the trustees unless a quorum is present at the time is purported to be made,
7. The quorum shall be one third the total number of trustees as listed in the current “ Listing of Charity Officers – Roles and Responsibilities”
8. 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.
9. The person elected as the Chair shall chair all meeting if the trustees.
10. 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 the meeting .
11. The person appointed to chair the meeting 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

## **18. Conflicts of interest or loyalties.**

An Association 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 Association or in any transaction or arrangement entered into by the Association which has not been previously declared, and
- (b) Absent himself or herself from any discussions of the Association trustees in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Association and any personal interest (including but not limited to any financial interest)

Any Association trustee absenting himself or herself from any discussions in accordance with this clause must not vote or be counted as part of the quorum in any decisions of the Association trustees on the matter.

## **19. Delegation**

- 19.1 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 the minute
- 19.2 The trustees may delegate specific functions to a committee of ordinary members acting as a working group with defined and specific tasks
- 19.3 The trustees may revoke or alter a delegation
- 19.4 All acts and proceedings of any committee and working group must be fully reported to the trustees in a prompt and timely manner.

## 20 Minutes

The trustees must keep minutes of all;

- 20.1 Appointments of officers and trustees made by the trustees
- 20.2 Proceedings at all meetings of the Association
- 20.3 Meetings of the trustees and committees of trustees to include
  - (a) the names of trustees present at the meeting
  - (b) decisions made at the meeting, and
  - (c) where appropriate the reasons for the decision.

## 21 Accounts, Annual Report, Annual Return

- 21.1 The trustees must comply with their obligations under the Charities act 2011 with regards to:
  - (a) the keeping of accounting records of the Association
  - (b) the preparation of annual statement of account for the Association
  - (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

## 22. Registered particulars

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

## 23 Notices

- 23.1 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
  
- 23.2 The Association must give notice to a member either;
  - (a) personally; or
  - (b) by leaving it at an address of the member ; or
  - (c) by giving it using electronic communications to the member's address.
  
- 23.3 A member who does not register an address with the Association or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Association.

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- 23.4 A member present in person at any meeting of the Association shall be deemed to have received notice of the meeting and of the purpose for which it was called
- 23.5 (a) Proof that a notice contained in an electronic communication was sent shall be via “read receipt” returns and shall be conclusive evidence that the notice was given
- (b) An electronic communication shall be deemed to have been received 48 hours after it was sent,

## 24 Rules

- 24.1 The trustees may from time to time make rules or bye-laws for the conduct of their business
- 24.2 The bye-laws may regulate the following matters but are not restricted to them:
- (a) the admission of members to the Association 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 procedures at general meeting and meetings of the trustees in so far as such procedure is not regulated by this constitution.
  - (c) the keeping and authenticating of records . (if regulations made under this clause permit the records of the Association to be kept in electronic form and requires a trustee to sign the record, the regulations must specify a method of recording the signatures that enables it to be properly authenticated.)
  - (d) generally, all such matters as are commonly the subject matter of the rules of an unincorporated association.
- 24.3 The Association in general meeting has the power to alter, add to or repeal the rules or bye-laws
- 24.4 The trustees must adopt such means as they think fit to bring the rules and bye-laws to the notice of members of the Association
- 24.5 The rules or bye-laws shall be binding on all members of the Charity. No rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in this constitution.

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