

CONSTITUTION FOR A CHARITABLE UNINCORPORATED ASSOCIATION

Isle of Man Registered Charity 586

Friends of Vallajeelt School

1. Adopted in place of the former Constitution on the 26th November 2020

2. NAME

The name of the Association is Friends of Vallajeelt School (and in this document it is called “the Charity”)

3. OBJECTS

The objects of the Charity are:

- 3.1 to advance the education of the pupils of Scoill Vallajeelt (“the school”), providing and assisting in the provision of the facilities for education at the school (not normally provided for by the Department of Education, Sport and Culture formerly known as the Board of Education), and to engender links between the school and the local community. In furtherance of this object the Friends may:
 - a) Foster more extended relationships between the staff, parents, others associated with the school and the local community.
 - b) Engage in activities which support the school and advance the education of pupils attending it.

4. POWERS

The Charity has the following powers, which may be exercised only in promoting the objects:

- 4.1 To promote or carry out research
- 4.2 To provide advice
- 4.3 To publish or distribute information
- 4.4 To co-operate with other bodies
- 4.5 To support, administer or set up other charities
- 4.6 To raise funds (but not by means of taxable trading)
- 4.7 To borrow money and give security for loans
- 4.8 To acquire or hire property of any kind
- 4.9 To let or dispose of property of any kind
- 4.10 To make grants or loans of money and to give guarantees
- 4.11 To set aside funds for special purposes or as reserves against future expenditure
- 4.12 To deposit or invest funds in any lawful manner (but to invest only after obtaining advice from a financial expert and having regard to the suitability of investments and the need for diversification)
- 4.13 To delegate the management of investments to a financial expert, but only on terms that:
 - 4.13.1 the investment policy is recorded in writing for the financial expert by the Trustees
 - 4.13.2 every transaction is reported promptly to the Trustees
 - 4.13.3 the performance of the investments are reviewed regularly by the Trustees
 - 4.13.4 the Trustees are entitled to cancel the delegation arrangement at any time
 - 4.13.5 the investment policy and the delegation arrangement are reviewed at least once a year

- 4.13.6 all payments due to the financial expert are on a scale or at a level which is agreed in advance and are reported promptly to the Trustees on receipt
- 4.13.7 the financial expert must not do anything outside the powers of the Trustees
- 4.14 To insure the Charity's property against any foreseeable risk and take out other insurance policies to protect the Charity where required
- 4.15 To insure the Trustees against the costs of a successful defence to a criminal prosecution brought against them or against personal liability incurred in respect of any act or omission which is or is alleged to be a breach of trust or breach of duty (unless the member concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty)
- 4.16 Subject to clause 10.2, to employ paid or unpaid agents, staff or advisers
- 4.17 To enter into contracts to provide services to or on behalf of other bodies
- 4.18 To pay the costs of forming the Charity
- 4.19 To do anything else within the law which promotes the objects

5. MEMBERSHIP

- 5.1 Parents/guardians of children who attend the school, teachers and other staff of the school are eligible for membership of the charity.
- 5.2 The Trustees may establish different classes of membership and set appropriate rates of subscription
- 5.3 The Trustees must keep a register of names and addresses of the members which must be made available to any member upon request. This register is held and maintained by the Headteacher of the school on the trustees' behalf.
- 5.4 Membership of the Charity is not transferable
- 5.5 Membership is terminated if the member is no longer eligible for membership or the member dies.
- 5.6 A member whose subscription is six months in arrears ceases to be a member but may be readmitted on payment of the amount owing
- 5.7 A member may resign by written notice to the Charity unless, after the resignation, there would be less than two members
- 5.8 The Trustees may terminate the membership of any individual whose continued membership would in the reasonable view of the Trustees be harmful to the Charity (but only after notifying the member concerned in writing and considering the matter in the light of any written representations which the member puts forward within 14 clear days after receiving notice)

6. GENERAL MEETINGS

- 6.1 All members are entitled to attend general meetings of the Charity in person or (in the case of a member organisation) through an authorised representative
- 6.2 General meetings are called by 14 clear days' written notice to the members specifying the business to be transacted
- 6.3 There is a quorum at a general meeting if the number of members or authorised representatives personally present is at least [3]
- 6.4 The Chair or (if the Chair is unwilling to do so) some other member elected by those present presides at a general meeting
- 6.5 Except where otherwise provided in this Constitution, every issue at a general meeting is determined by a simple majority of the votes cast by the members present in person or (in the case of a member organisation) through an authorised representative
- 6.6 Except for the Chair of the meeting, who has a second or casting vote, every member present in person or through an authorised representative is entitled to one vote on every issue

- 6.7 An Annual General Meeting (“AGM”) shall be held in [September] of each year, or as soon thereafter as may be practically possible.
- 6.8 At an AGM the members:
 - 6.8.1 receive the accounts of the Charity for the previous financial year
 - 6.8.2 receive reports of the Trustees on the Charity’s activities since the previous AGM
 - 6.8.3 elect Trustees to replace those retiring from office
 - 6.8.4 elect from among the Trustees the Chair of the Charity for the following year
 - 6.8.5 appoint an auditor or independent examiner for the Charity where required
 - 6.8.6 discuss and determine any issues of policy or deal with any other business put before them
- 6.9 An Extraordinary General Meeting (“EGM”) may be called at any time by the Charity at the written request of at least [6] members or at the request of the Trustees.

7. THE TRUSTEES

- 7.1 The Charity and its property and funds shall be managed and administered by a committee elected in accordance with this constitution. The members of the committee, including the Chair of the Charity, shall be the Trustees of the Charity and in this Constitution are together called “the Trustees”
- 7.2 Save as provided in clause 7.3, the Trustees’ committee when complete consists of at least three and not more than [7] individuals, all of whom must be members (but must not be paid employees) of the Charity and one of whom is elected as Chair of the Charity in accordance with clause 6.8.4
- 7.3 Each of the Trustees, including the Chair, shall retire with effect from the conclusion of the AGM next after their appointment but shall be eligible for re-election at that AGM
- 7.4 Every Trustee must sign a declaration of willingness to act as a Trustee of the Charity before they are eligible to vote at any meeting of the Trustees
- 7.5 A Trustee automatically ceases to be a Trustee if he or she:
 - 7.5.1 is incapable, whether mentally or physically, of managing their own affairs
 - 7.5.2 is absent from [12] consecutive meetings of the Trustees
 - 7.5.3 ceases to be a member of the Charity (but such a person may be reinstated by resolution of all the other Trustees resuming membership of the Charity)
 - 7.5.4 resigns by written notice to the Charity (but only if at least two Trustees will remain in office)
 - 7.5.5 has since appointment been disqualified for being a Charity Trustee under the Charities Registration and Regulation Act 2019
 - 7.5.6 is removed by a resolution passed by all the other Trustees after inviting the views of the Trustee concerned and considering the matter in light of any such views
- 7.6 A retiring Trustee is entitled to an indemnity from the continuing Trustees and their successors at the expense of the Charity in respect of any liabilities properly incurred while he or she held office
- 7.7 In the event of death of a Trustee or the happening of one of the events in clause 7.6, the Trustees may fill the vacancy so arising by appointing a member as a Trustee who will hold such office as if he or she had been elected by the members at an AGM
- 7.8 A technical defect in the appointment of a Trustee of which the Trustees are unaware at the time does not invalidate decisions taken at meetings

8. TRUSTEE’S MEETINGS

- 8.1 The Trustees must hold at least [3] meetings each year
- 8.2 A quorum at a Trustee meeting is [3] Trustees
- 8.3 The Chair or (if the Chair is unwilling to do so) some other Trustee chosen by the Trustees present presides at each Trustee meeting

- 8.4 Every issue will be determined by a simple majority of the votes cast at a Trustees' meeting but a resolution which is in writing and signed by all Trustees is as valid as a resolution passed at a meeting and for this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature
- 8.5 Except for the chair of the meeting, who has a second or casting vote, every Trustee has one vote on each issue

9. POWERS OF THE TRUSTEES

The Trustees have the following powers in the administration of the Charity:

- 9.1 to appoint, from within the Trustees, a Treasurer and other honorary officers
- 9.2 to delegate any of their functions, to the extent permitted by section 11 of the Trustee Act 2001, to sub-committees consisting of two or more persons appointed by them (but at least one member of every sub-committee must be a Trustee and all proceedings of sub-committees must be reported promptly to the Trustees)
- 9.3 to make standing orders consistent with this Constitution to govern proceedings at general meetings and to provide for attendance in person at such meetings to include attendance by means other than physical presence
- 9.4 to make rules consistent with this Constitution about the meetings and procedures of the Trustees and sub-committees
- 9.5 to make regulations consistent with this Constitution about the running of the Charity (including the operation of bank accounts and the commitment of funds)
- 9.6 to resolve or establish procedures to assist the resolution of disputes within the Charity
- 9.7 to exercise any powers of the Charity which are not reserved to a general meeting

10. PROPERTY AND FUNDS

- 10.1 The property and funds of the Charity must be used only for promoting the objects and do not belong to the members of the Charity or the Trustees
- 10.2 No Trustee may receive any payment of money or other material benefit (whether direct or indirect) from the Charity except:
 - 10.2.1 under clause 4.15 (indemnity insurance) and 10.2.6 (fees)
 - 10.2.2 reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in the administration of the Charity
 - 10.2.3 interest at a reasonable rate on money lent to the Charity
 - 10.2.4 a reasonable rent or hiring fee for property let or hired to the Charity
 - 10.2.5 an indemnity in respect of any liabilities properly incurred in running the Charity (including the costs of a successful defence to criminal proceedings)
 - 10.2.6 any Trustee who possesses specialist skills or knowledge, and any firm or company of which such a person is a member or employee, may charge and be paid reasonable fees for work carried out for the Charity on the instructions of the other Trustees but (i) only if the procedure prescribed by clause 10.3 is followed in selecting the member, firm or company concerned and setting the fees and (ii) provided that this provision may not apply to more than one half of the Trustees in any financial year
 - 10.2.7 in the case of any individual member, charitable benefits in his or her capacity as a beneficiary
 - 10.2.8 in exceptional cases, other payments or material benefits (but only with prior written approval of the Trustees)
- 10.3 Whenever a Trustee has a personal interest in a matter to be discussed at a Trustee meeting, the Trustee must:
 - 10.3.1 declare an interest before discussion begins on the matter

- 10.3.2 withdraw from that part of the meeting unless expressly invited to remain in order to provide information
- 10.3.3 not be counted in the quorum for that part of the meeting
- 10.3.4 withdraw during the vote and have no vote on the matter
- 10.4 Any trust corporation which is appointed as a holding trustee or any nominee for the Charity may be paid reasonable fees for performing the duties of the appointment
- 10.5 Funds which are not required for immediate use or which will be required for use at a future date must be placed on deposit or invested in accordance with clause 4.12 until needed
- 10.6 Investments and other property of the Charity may be held:
 - 10.6.1 in the names of the Trustees for the time being
 - 10.6.2 in the names of a nominee (being a corporate body registered or having an established place of business within the Isle of Man) under the control of the Trustees or of a financial expert acting on their instructions
 - 10.6.3 in the names of at least two and up to four holding trustees for the Charity who must be appointed (and may be removed) by a resolution of the Trustees
 - 10.6.4 in the name of a trust corporation as a holding trustee for the Charity, which must be appointed (and may be removed) by deed executed by the Trustees

11. RECORDS AND ACCOUNTS

- 11.1 The Trustees must comply with their obligations under Manx law with regard to:
 - 11.1.1 the keeping of accounting records for the Charity
 - 11.1.2 the preparation of annual accounts for the Charity and the audit or examination of such accounts where required
 - 11.1.3 the transmission of the annual accounts to the members
 - 11.1.4 the preparation of an annual report
 - 11.1.5 the sending to the Attorney General of the annual accounts and the annual report within six months of end the Charity's accounting year
- 11.2 In order to attain the above the Trustees must keep proper records of:
 - 11.2.1 all proceedings at general meetings
 - 11.2.2 all proceedings at Trustee meetings
 - 11.2.3 all reports of sub-committees
 - 11.2.4 all professional advice obtained
- 11.3 Annual reports and annual accounts relating to the Charity will be made available for inspection by any member of the Charity

12. AMENDMENTS

- 12.1 Any provision of this Constitution may be amended provided that:
 - 12.1.1 the members must be given 14 clear days' notice of the meeting at which the proposed amendments are to be moved, together with the text of the proposed amendments
 - 12.1.2 no amendment may be made that would have the effect of making the Charity cease to be a Charity under the law of the Isle of Man
 - 12.1.3 no amendment may be made without the prior written approval of the Attorney General
 - 12.1.4 any resolution to amend this Constitution is passed by a two thirds majority of the votes cast at a general meeting
- 12.2 A copy of any resolution amending this Constitution must be sent to the Attorney General within one month of it being passed detailing all of the changes

13. DISSOLUTION

- 13.1 If at any time the members at a general meeting decide to dissolve the Charity, the Trustees will remain in office and be responsible for the orderly winding up of the Charity's affairs
- 13.2 After making provision for all outstanding liabilities of the Charity, the Trustees apply remaining property and funds in one or more of the following ways:
- 13.2.1 directly for the objects
 - 13.2.2 by transfer to one or more other bodies established for exclusively charitable purposes which are within, the same as or similar to the objects
 - 13.2.3 in such other manner as Manx law permits
- 13.3 A final report and accounts relating to the Charity for the period from the end of the previous financial year to the date on which the Charity ceased to hold any funds or property must be sent to the Attorney General within one month of the latter date or of the decision being taken to dissolve the Charity, whichever is the later.

Constitution approved by the committee on the 26th November 2020

Chairperson
Alison Osborn

Secretary
Nicola Radley

Treasurer
Voirrey Larkham

Certification

I certify that this is a true copy of the original document

signature:

full name:

address:

date: