



## Rules of the Friends of Rowan Association (“Association”)

1. The name of the Association is the “Friends of Rowan Association”.
2. The object of the Association is to advance the education of the pupils at Rowan Preparatory School by providing and assisting in the provision of facilities for education at the School and as ancillary thereto and in furtherance of this object the Association may:
  - a. Foster more extended relationships between the staff and parents and others associated with the School; and
  - b. Engage in activities which support the School and advance the education of the pupils attending it.
3. The officers of the Association (“Officers”) shall be:
  - a. A Chairman;
  - b. A Vice-Chairman;
  - c. An Honorary Secretary;
  - d. An Honorary Treasurer;
  - e. The Headmistress of Rowan Preparatory School – ex-officio.

The Officers shall also be the trustees of the Association (“Trustees”).

4. A. The Committee members (as defined in Clause 5) are the “Committee” and, other than the Headmistress, shall each hold office for the period of one year and shall retire at the Annual General Meeting of the Association (“AGM”) following their election. The vacancies thereby created shall be filled at such AGM but anyone retiring from the Committee shall be eligible for re-election, **provided** Officers may only be re-elected in the same post for a period in total not exceeding 3 years.

B. Anyone on the Committee (other than the Headmistress) may at any time retire or be removed by a Resolution passed by a three-quarters majority of those present at a duly convened meeting of the members of the Association (“Special Resolution”).
5. The Committee shall consist of:
  - a. Not less than two elected members (who fulfil the requirements of Clause 6); and
  - b. The Officers and Trustees, who shall be ex-officio members of the Committee.

The Committee may in addition co-opt not more than three persons as members of the Committee who shall serve until the next AGM. Vacancies among the Committee may be filled by the Committee until the next AGM.

6. Membership of the Association shall be available to the following persons, upon payment of the subscription to be determined annually by the Committee:
  - a. Parents of children who are or have been pupils at Rowan Preparatory School;
  - b. Past pupils of Rowan Preparatory School;
  - c. Members and former members of staff of Rowan Preparatory School;
  - d. All the Committee;
  - e. Any other persons who desire to be admitted to membership and who are elected to be members by the Committee;(all being the “Members”).

7. The Association shall each year hold a general meeting as its AGM in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it. Not more than fifteen months shall elapse between the date of one AGM and that of the next. The AGM shall be held at such place as the Committee shall appoint and normally during the summer term although the Committee may at their discretion appoint a time during a different part of the year. The business to be transacted at an AGM shall include the consideration of the accounts, balance sheets, and the reports of the Committee and the scrutineer (if required), the appointment of, and the fixing of the remuneration of, the auditors or independent examiner (if required), election or re-election of Committee members and discussion and determination of any issues of policy and/or other business deemed appropriate by the Chairman of the AGM. At the AGM every member present including the Chairman shall have one vote and in the case of an equality of votes the Chairman shall have a second or casting vote.

Special meetings may be convened by the Honorary Secretary upon a request by the Committee or three members upon a similar notice which shall state the business to be considered at the Meeting.

8. The financial year end of the Association shall be 31 August. The Association shall comply with the requirements of the Charities Act 1993 (including any statutory modification or re-enactment thereof for the time being in force) for keeping financial records, the audit or other scrutiny of accounts (as required) and the preparation and transmission to the Charity Commission, as the case may be, of:
  - a. annual reports;
  - b. annual returns; and
  - c. annual statements of account.

Year end accounts relating to the Association once approved by the Association shall be available for inspection by any Member on the Association's website from time to time.

9. The Committee shall meet not less than once in every four calendar months and as required shall appoint a Chairman to preside at such meetings. The Chair shall be taken by the Chairman, or in the absence of the Chairman by the Vice-Chairman, or in the absence of both by a Chairman to be elected by the members of the Committee. Each member shall have one vote and in the case of an equality of votes the Chairman shall have a second or casting vote. The Chairman following each Committee meeting and on receipt of the minutes will liaise and discuss matters arising at such meetings with the Headmistress.
10. The Association shall have power to collect sums of money in support of its objects and all sums collected shall be handed over to the Treasurer who shall pay the same into any bank or building society account selected from time to time by the Committee in the name of the Association.
11. The Committee shall invest any monies not required for the immediate purposes of the Association in securities in which trust money may by law be invested with power from time to time to transpose such investments.
12. Any freehold or leasehold property purchased by the Association shall be vested in the Officers and Trustees as joint tenants.
13. Subject to the provisions of the Charities Act 1993 or any statutory modification thereof for the time being in force the Officers and Trustees may deal with the said property so vested in them by way of sale, mortgage, charge, lease or otherwise howsoever as

directed by the Association. The Officers and Trustees shall have power to borrow on such terms as to interest, repayment or otherwise as they may think fit and whether upon security belonging to the Association, or upon personal security only. Such directions shall be given by a resolution of the members of the Association passed by a majority of the members present at a duly convened meeting of the Association and when so passed shall in favour of a purchaser, mortgagee, charge, lessee or grantee be binding upon all members of the Association. A certificate purporting to be signed by the Honorary Secretary for the time being of the Association shall in favour of the said persons be conclusive evidence that a direction complying in all respects with the above provisions of this Rule was duly given to the Officers and Trustees.

14. No alteration to this constitution may be made except at the Annual General Meeting or a Special General Meeting called for this purpose. No amendments or alterations shall be made without the prior written permission of the Charity Commission to Clauses 2 (the objects), 14 (this clause) and 15 (the dissolution clause) and no alteration shall be made which could cause the Association to cease to be a charity in law. Alterations to the Constitution shall receive the assent of two-thirds of the members present and voting at an AGM or Special General Meeting.
15. The Association may be dissolved by a resolution presented at a Special General Meeting called for this purpose. The resolution must have the assent of two-thirds of those present and voting. Such resolution may give instructions for the disposal of any assets remaining after satisfying any outstanding debts and liabilities. These assets shall not be distributed among the members of the Association but will be given to the School for the benefit of the children of the School or in the event of a School closure to a school to which the majority of the children of the closing School will go, in any manner which is exclusively charitable in law. If effect cannot be given to this provision then the assets can be given to some other charitable purpose.
16. The Association may from time to time make such rules governing the administration of the Association ("Bylaws") as it may deem necessary or convenient for the proper conduct and management of the Association or for the purpose of prescribing classes and conditions of membership of either the Association or any group established to support the Association. In particular but without prejudice to the generality of the above, they may by such rules or Bylaws regulate:
  - a. the rights and privileges of Members and the conditions of membership;
  - b. the conduct of Members in relation to one another and to the Association's employees and volunteers;
  - c. the procedure at general meetings, Committee meetings and any other meetings in so far as such procedure is not regulated by this Constitution or the Bylaws.

The Association in general meeting shall have power by Special Resolution to alter or repeal the Bylaws and to make additions to them. The Committee shall adopt such means as they deem sufficient to bring to the notice of Members all such rules or Bylaws which, so long as they shall be in force, shall be binding on all Members.