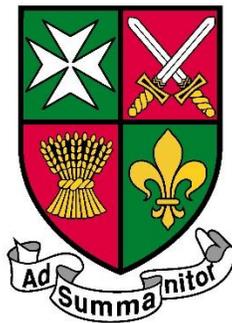


**Jordanhill School**  
**Educational Amenities Trust Fund**  
**SCO 05743**



**Constitution**  
**May 2017**

1. The name of the Association is Jordanhill School Educational Amenities Trust Fund (hereinafter referred to as “the Association”).

## **OBJECTS**

2. The Association is established solely for charitable purposes and in particular for the following purposes:
  - I. To promote, further or support all or any activities of Jordanhill School, being an organisation recognised by HMRC and the Office of the Scottish Charity Regulator as having charitable purposes engaged in the advancement of education.
  - II. To assist the work and strategic objectives of Jordanhill School engaged in the advancement of education and provision of educational amenities of all kinds including, but not limited to
    - Supporting any of the operational activities of the school
    - Supporting the School’s capital projects
    - The acquisition and management of facilities for the benefit of Jordanhill School including community users who may access its facilities
    - Administering funds and donations given to the Trust for whatever purposes including the disbursement of grants and bursaries to current and former pupils of the school

## **POWERS**

3. In furtherance of the foregoing purposes but not otherwise the Association is empowered:
  - (a) To purchase, take on feu, lease, hire, take in exchange or otherwise acquire any heritable of real or personal property and any rights, privileges or licences necessary, convenient or advantageous for the purposes of the activities of the Association and to construct, alter and maintain any houses or buildings or other properties acquired for such purposes; and to sell, manage and improve, develop, repair, lease or otherwise let on hire, exchange, mortgage, charge, dispose of or otherwise deal with all or any of such property, rights or privileges.
  - (b) To procure and provide information.
  - (c) To improve, manage, construct, repair, develop or otherwise deal with all or any part of the undertaking, property and rights of the Association.
  - (d) To sell, feu, let, hire, licence, give in exchange and otherwise dispose of all or any part of the undertaking, property and rights of the Association.
  - (e) To borrow or raise money and give security for the payment of money by, or the performance of other obligations of, the Association or any other person.
  - (f) To make grants or loans to any person, with or without security, and to grant guarantees and contracts of indemnity on behalf of any person.

- (g) To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments and to operate bank accounts.
- (h) To invest the monies of the Association not immediately required for the purposes of its activities in such investments, securities or property and in such a manner as may be considered advantageous (subject to compliance with any applicable legal requirement) and to dispose of and vary such investments, securities or property.
- (i) To employ and remunerate such persons as may from time to time be considered expedient for the furtherance of these objects and to make provisions for pensions and other related benefits for such employees and former employees and the widow and dependants of any such individuals.
- (j) To effect insurance against risks of all kinds.
- (k) To enter into any arrangement or to act in concert with any organisations, government or authority which may be advantageous for the purposes of the activities of the Association and to obtain from any such organisation, government or authority any charter, right, privilege or concession.
- (l) To enter into partnership or any other arrangement for sharing profits, co-operation or mutual assistance with any charitable or benevolent body.
- (m) To promote any Act of Parliament, provisional order and other authority to enable the Association to carry on its activities, alter its constitution and achieve any other purpose which may promote the Association's interests and to oppose or object to any application or proceedings which may prejudice the Association's interests.
- (n) To accept as consideration for any business, property and rights disposed of, any shares, debentures or securities.
- (o) To establish and support any charitable Association or other unincorporated body having objects altogether or in parts similar to that of the Association.
- (p) To assist in the formation of other charitable bodies and to provide management, administrative and financial services to such other bodies.
- (q) To purchase, amalgamate with or otherwise acquire and take over all or any part, which the Association may lawfully acquire or take over, of the property, assets, liabilities and engagements of any one or more charitable Societies, Associations or bodies having objects similar to those of the Association.
- (r) To transfer all or any part of the undertaking, property and rights of the Association to any body with which the Association is authorised to amalgamate.
- (s) To subscribe and make contributions or otherwise support charitable or benevolent bodies, whether incorporated or unincorporated and to make donations for any public purpose connected with the activities of the Association or with the furtherance of its objects.

- (t) To accept subscriptions, grants, donations, gifts, legacies and endowments of all kinds, either absolutely or conditionally or in trust for any of the objects of the Association.
- (u) To take such steps (by way of personal or written appeals, public meetings or otherwise) as may be deemed expedient for the purpose of procuring contributions to the funds of the Association whether by way of subscriptions, grants, loans, donations or otherwise.
- (v) To print and publish any newspapers, periodicals, books or leaflets necessary for the promotion of the objects of the Association.
- (w) To provide and sell refreshments of all kinds printed matter and the like and articles and commodities of whatsoever nature to persons visiting or frequenting the premises or placed used or occupied for the purposes of the Association.
- (x) To undertake and execute any charitable trust which may lawfully be undertaken by the Association and may be conducive to its objects.
- (y) To manufacture, buy, sell, rent, let on hire and deal in all articles and commodities, of whatsoever nature as may be deemed suitable or desirable for promoting the objects of the Association.
- (z) To arrange and provide for or join in arranging and providing for the holding of exhibitions, meetings, lectures, classes and conferences to further the objects of the Association.
- (aa) To pay from the funds of the Association the costs, charges and expenses of and necessary for the formation of the Association.
- (bb) To do anything which may be incidental or conducive to the attainment of any of the objects of the Association.

## **MEMBERS**

4. The members of the Association shall comprise
- The Rector of Jordanhill School
  - 2 members of the Board of Managers of Jordanhill School nominated by the Board
  - 1 member of the Parent Teacher Association of Jordanhill School
  - The Bursar of Jordanhill School (or nominee as agreed by the Trustees)
  - 2 other members of staff of Jordanhill School nominated by the Staff Association of Jordanhill School
  - Up to 4 co-opted members (not eligible for membership as Board, PTA or staff nominees)

The co-opted members shall offer skills and expertise which support the Trust in the effective management of its funds or the discharge of its wider remit.

The said nominating bodies shall be entitled to alter their nomination at any time.

## TERMINATION OF MEMBERSHIP

5. (i) Membership of the Association shall automatically terminate:
- (a) On the death of a member.
  - (b) On the intimation to the Secretary of a member's wish to resign membership.
  - (c) If the Committee of Trustees shall resolve to expel a member.
  - (d) On the withdrawal of nomination by a nominating body.
  - (e) On the member ceasing to be a member of the Committee of Trustees for any reason.

No right or privilege of any member shall be in anyway transferable, but all such rights and privileges shall cease upon the member ceasing to be such whether by death or otherwise.

- (ii) Any vacancy occurring in the membership in terms of Rule 4 hereof must be immediately notified to the nominating bodies by the Secretary and it shall then be open if appropriate for the relevant nominating body to make a further nomination to ensure compliance with Rule 4.

## GENERAL MEETINGS

6. An Annual General Meeting of the Association shall be held once in every calendar year.
7. Not more than eighteen months should elapse between the date of one Annual General Meeting and that of the next. The Annual General Meeting will be held at such time and place, as the Committee of Trustees shall appoint.
8. Resolutions or consideration at the Annual General Meeting shall be submitted to the Secretary in writing<sup>1</sup>, signed by at least two members not less than fourteen days before the meeting.
9. (a) The business to be transacted at an Annual General Meeting shall include:-
- (i) Considering the work of the Association during the previous year and the Committee of Trustees' Report.
  - (ii) Considering the Association's accounts.
  - (iii) The approval of an Annual Report, which shall include summary accounts, from the Association to the Members of Jordanhill School, Company limited by guarantee which shall be made available not later than the date of the Annual General Meeting of the said Company.
  - (iv) The appointment of registered Auditor (s).

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<sup>1</sup> For the purposes of this and subsequent clauses, 'in writing' or 'signed' includes any reasonable and clear means of communication including electronic communication which conveys an accurate and unambiguous intention.

- (v) Considering any resolutions notified in accordance with Rule 9 above.
- (b) A Special General Meeting of the association shall be called by the Committee of Trustees on written request to the Secretary from:-
  - (i) The Committee of Trustees, or
  - (ii) Any three members of the Association, or

The request shall set out the text of any resolution to be proposed at the meeting and the meeting shall be called for a date not later than twenty-one days after the request.

- 11. Subject to the foregoing Rules, any General Meeting shall be called on behalf of the Committee of Trustees by the Secretary giving at least twenty one days clear notice in writing to each member. Notices shall contain details of the business to be discussed and the text of any resolutions, which, in the case of an Annual General Meeting, have been submitted in accordance with Rule 9 and in the case of a Special General Meeting, are contained in a request under Rule 10 (b).
- 12. With every Notice convening an Annual General Meeting, the Secretary shall send a copy of the audited accounts for the last completed financial year together with a report from the Committee of Trustees on the Association's work since the previous Annual General Meeting of the Association.

### **PROCEDURE AT GENERAL MEETINGS**

- 13. The quorum for transaction of business at any General Meeting shall be six.
- 14. The Convenor of the Committee of Trustees shall preside as Convenor of every General Meeting. In the absence of the Convenor within fifteen minutes of the start of the meeting, or if there is no Convenor or none willing to act, the members may choose another member to act as Convenor.
- 15. Each member shall have one vote. Voting shall be conducted in accordance with Rules laid down by the Committee of Trustees. In the absence of any Rules, voting shall be by show of hands.
- 16. In the case of an equality of votes, the Convenor of the meeting shall have a second or casting vote.
- 17. No resolution may be passed at a General Meeting unless due notice to members has been given in accordance with these Rules.
- 18. A written resolution signed by all members shall have effect as though it were a resolution properly passed at a duly called and constituted General Meeting. Any such resolution may consist of separate documents in like form and signed by one or more members of the Association.

## **THE COMMITTEE OF TRUSTEES**

19. The affairs of the Association shall be managed by a Committee of Members (“the Committee of Trustees”).
20. The Committee of Trustees shall be entitled to exercise all powers of the Association except any which are required to be exercised in General Meeting including the powers to borrow money without limit as to amount and upon such terms and such manner as they think fit, to grant any mortgage, charge or standard security over its undertakings on any of the property or any part thereof and to give security for the payment of the money by or the performance of other obligations of the Association.
21. The Committee of Trustees shall comprise the Members of the Association.
22. The Committee of Trustees shall have power to enter into contracts for the purposes of the Association on behalf of the members of the Association.

## **OFFICERS**

23. The Convenor of the Committee of Trustees shall be the Rector of Jordanhill School unless the position of Convenor is delegated by the Rector in favour of some other Member of the Committee of Trustees.
24. The Committee of Trustees shall appoint from among its members the following officers:-
  - a. Secretary
  - b. Treasurer
  - c. Such other officers as it may from time to time decide.
25. An officer shall cease to hold office if he ceases to be a member of the Committee of Trustees or if he gives notice in writing to the Secretary of his retirement as an officer of the Association. Otherwise, he shall hold office until the end of the Annual General Meeting next following his appointment but (if still a member of the Committee of Trustees) he shall be eligible for re-appointment.
26. The Committee of Trustees shall ensure that any vacancy in any office is filled as expeditiously as a reasonably practicable.
27. During any vacancy in the office of Secretary, his function under these Rules shall be carried out by the Committee of Trustees and any requirement for notice to be given to the Secretary shall be satisfied by giving notice to any member of the Committee of Trustees.

## PROCEEDINGS OF THE COMMITTEE OF TRUSTEES

28. The quorum for a meeting of the Committee of Trustees shall be six.
29. The Committee of Trustees shall meet at least three times in each year, and may adjourn and otherwise regulate its meetings as it thinks fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes, the Convenor of the meeting shall have a second or casting vote.
30. The Convenor shall preside at meetings of the Committee of Trustees. In the absence of the Convenor, the members of the Committee of Trustees present shall choose one of their number to chair the meeting.
31. The members of the Committee of Trustees may act notwithstanding any vacancy in their body.
32. The Committee of Trustees may revocably delegate any of its powers to a sub-committee. Any such sub-committee shall act strictly in accordance with the powers and financial limits set by the Committee of Trustees. All acts and proceedings of the sub-committee shall be reported to the Committee of Trustees as soon as possible.
33. A written resolution signed by all the members for the time-being of the Committee of Trustees shall be as effective as if it had been properly passed at a duly constituted meeting of the Committee of Trustees. Any resolution may consist of separate documents in like form each signed by one or more of the members of the Committee of Trustees.
34. The proceedings of the Committee of Trustees shall not be invalidated by any defect in the election, appointment or qualification of any member.
35. The office of a member of the Committee of Trustees shall be vacated:-
  - (a) If he ceases to be a member of the Association.
  - (b) If by a notice in writing to the Association he resigns from membership the Committee of Trustees.
  - (c) If the Committee of Trustees resolves to remove him from office.
  - (d) If he has his nomination to membership of the Association withdrawn by his nominating body.

## **MINUTES**

36. Proper minutes shall be kept by the Secretary of the proceedings of all meetings of the Committee of Trustees and the sub-Committee.

## **FINANCE**

37. The money and other assets of the Association shall be applied in furthering the objects of the Association and not for any other purpose but this shall not prevent payment in good faith of reasonable and proper remuneration to any employee of the Association or the repayment to members of the Committee of Trustees or any sub-Committee of reasonable out-of-pocket expenses.
38. The office bearers shall ensure that proper records of the Association's financial affairs are kept and shall report to each meeting of the Committee of Trustees.
39. Annual accounts shall be prepared to each March 31<sup>st</sup> (or such other day as may from time to time be prescribed in General Meeting). The accounts shall be audited by one or more auditors appointed at the Annual General Meeting.
40. The Association shall open and maintain a bank account or accounts in the name of the Association with such Bank or Banks as the Committee of Trustees shall from time to time select. Every account shall be under the control of the Committee of Trustees. Payments and other financial transactions shall require the authorisation of two or more of the following:-
  - Convenor Treasurer
  - Rector (if not convenor)
  - Bursar
  - Authorised signatories as determined by the Trustees

## **TRUST PROPERTY**

41. Any property belonging to the Association may be held on behalf of the Association by the Convenor or office bearers, ex officio who shall deal with the property held by them at all times in accordance with the instructions of the Committee of Trustees.

## **ALTERATIONS TO THE CONSTITUTION**

42. This constitution may be altered only by resolution in General Meeting passed by a majority of not less than three-quarters of the membership of the Association. Any alteration shall require the consent of the nominating bodies and no alteration will be made which would result in the Association ceasing to be a charity.

## **DISSOLUTION**

44. The Association may be dissolved by resolution in General Meeting and passed by a majority of at least three-quarters of the membership. Any dissolution shall require the consent of the nominating bodies. Upon dissolution, the Association's assets, after satisfaction of all liabilities, shall be given or transferred to such other charitable body as the Committee of Trustees may determine.

## **INTERPRETATION**

45. In these Rules:-

"Nominating Body" shall include the Board of Managers of Jordanhill School; the Staff Association of Jordanhill School and the Parent/Teachers Association of Jordanhill School.

Unless the context otherwise requires, references to and expressions referring to the masculine gender shall be deemed to include the feminine gender.