



# Association of Sandwell Governing Bodies (ASGB) Constitution

'To ensure that all children attending Sandwell Schools and other Sandwell educational establishments, who are members of the Association of Sandwell Governing Bodies, receive the best there is to offer in education and to promote continued educational improvement'

## 1. Name

- 1.1 The name of the organisation will be the Association of Sandwell Governing Bodies (hereinafter called 'ASGB').

## 2. Area of Benefit

- 2.1 The Area of Benefit will be the Metropolitan Borough of Sandwell.

## 3. Objects

- 3.1 The Objects for which ASGB is established are for any charitable purpose within the Area of Benefit and in particular.
- 3.2 To facilitate the provision of a forum for all schools and educational establishments working within the Area of Benefit ('the Beneficiaries') to exchange ideas, share best practice, collaborate and address local educational needs with the particular objective of improving the quality of education available to school children within the Area of Benefit.
- 3.3 To establish and maintain independence but good relations and open dialogue with the Local Education Authority and to make representations to all relevant statutory agencies with the objective of ensuring that the particular concerns and needs of the Beneficiaries are actively communicated to the Local Education Authority so that, wherever practicable, those concerns and needs are fully met.

## 4. Powers

- 4.1 In furtherance of the above purposes but not further or otherwise ASGB may:

- (i) Promote and carry out or assist in promoting and carrying out research, surveys and investigations and publish the results thereof.
- (ii) Arrange and provide for or join in arranging and providing for the holding of exhibitions, meetings, lectures, seminars and training courses.
- (iii) Collect and disseminate information on all matters affecting the above purposes and exchange such information with other bodies having similar purposes.
- (iv) Procure to be written and print, publish, issue and circulate gratuitously or otherwise, to member educational establishments such papers, books, periodicals, pamphlets or other documents or films as shall further the above purposes.
- (v) Purchase, take on lease or exchange, hire or otherwise acquire any property and any rights and privileges necessary for the promotion of the said purposes and construct, maintain and alter any buildings for the work of ASGB.
- (vi) Sell, let, mortgage, dispose of or turn to account all or any of the property assets of ASGB.

- (vii) Accept gifts, or raise money for the purposes of ASGB on such terms and on such security as shall be thought fit.
- (viii) Seek contributions to ASGB by personal or written appeals, public meetings or otherwise.
- (ix) Invest the monies of ASGB not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to any conditions as may for the time being be imposed or required by law.
- (x) Employ staff not being a member of the Executive Committee as may be required in order to carry out the purposes of ASGB.
- (xi) Do all such other lawful things as are necessary for the attainment of the said purposes.

## **5. Membership**

- 5.1 Membership of the Association will be open to governing bodies of all Sandwell schools and equivalent bodies of other Sandwell educational establishments.
- 5.2 A school governing board (or equivalent) will be affiliated to the Association by way of an application submitted to the Clerk and upon payment of the membership fee set out in paragraph 6 of this Constitution.
- 5.3 Any school governing board (or equivalent) may resign from membership on giving notice to the Clerk at any time but shall not be entitled to any reimbursement of its membership fee.
- 5.4 Any school governing board (or equivalent) which fails to pay its annual membership fee by the due date set by the Executive Committee shall cease at that time to be an affiliated member of the Association.
- 5.5 Each governing board (or equivalent) in membership of the Association shall appoint one person (hereinafter called the 'representative') to represent it and vote on its behalf at General and Special meetings of the Association. In the event of such representative leaving the governing board, he/she shall forthwith cease to be a representative thereof. No representative may represent more than one governing board (or equivalent) at meetings of the Association. In the event of a representative not being appointed, the Chair will be deemed to be the ASGB representative.
- 5.6 All members of Governing Bodies that are members of the ASGB are eligible to attend any meeting of the ASGB with the exception of the meetings which are for the Executive Committee only.
- 5.7 All representatives shall have equal membership status.
- 5.8 No member shall be entitled to have more than one vote.

## **6. Subscriptions**

- 6.1 The fee for affiliation to the Association shall be at a level to be agreed by the Executive Committee annually invoiced directly by SIPS Education Ltd who will oversee and administer the collection of such fees.
- 6.2 A proportion of each member's subscription will be used to pay for standard membership of the National Governance Association (NGA). The Governing Board of each member school/educational establishment will be entitled to the benefits of standard NGA membership for their school.

## **7. General Meetings**

- 7.1 All Annual General Meetings of ASGB shall be held not more than fifteen months following the preceding Annual General meeting. At least twenty-one days of notice of this meeting will be given in writing by the Support Officer to all members.
- 7.2 The business of the AGM will include:
  - (i) The receipt of the annual reports of the Chairperson, Treasurer and Secretary.
  - (ii) The receipt of the annual statement of Income/expenditure from the LA.
  - (iii) The appointment of Auditors (where applicable).
  - (iv) The election of Honorary Officers which shall include Chairperson, two Vice Chairpersons, Secretary, Treasurer and any other officer as the meeting shall decide.
  - (v) Election of Executive Committee.

(vi) Consideration of any resolution to amend the constitution or the review of standing orders.

- 7.3 A Special General Meeting(s) of ASGB may be called at fourteen days' notice in writing by the Secretary on the written request of five members of ASGB or by the Executive Committee.  
Notification will include a statement of the business to be transacted.
- 7.4 The Quorum for all General Meetings will be not less than 5 voting members of ASGB entitled to vote, Should a quorum not be achieved within one half hour of the start of a meeting the meeting will be adjourned and a further meeting arranged to be held within the next 10 working days.
- 7.5 Voting at all general meeting(s) will be by simple majority on a show of hands or by ballot as the meeting may decide. In the event of an equality of votes the Chairperson will have a second or casting vote.

## 8. **Committees**

Subject to any limitation set out in this Constitution, the policy management of the affairs of ASGB will be directed by an Executive Committee which will meet not less than twice times a year.

- 8.1 Membership of the Executive Committee will be as follows:
- (i) The Honorary Officers of ASGB as defined under Clause 7 and drawn from the representatives of member schools/educational establishments governing bodies.
  - (ii) In total not less than seven and no more than fifteen representatives of educational establishments/educational establishments with governing bodies in membership.
  - (iii) Such observers appointed by the Executive Committee to contribute particular skills and experience, but without voting rights.
- 8.3 Co-options and casual vacancies arising in respect of Honorary Officers may be filled by decision of the Executive Committee and, in respect of a constituent board, by replacement nomination.
- 8.4 Working Groups may be appointed by the Executive Committee who shall determine its membership and powers.
- 8.5 Termination of the membership of any members of the Executive Committee may be decided by the Committee for any good and sufficient reasons providing always that the member will have the right to be heard by the Executive Committee before any final decision is made.
- 8.6 Invalidation of the Executive Committee will not be caused by any failure to appoint or any defect in the appointment, election or qualification of any member thereof.
- 8.7 The Quorum for all meetings of the Executive Committee will be four members with full voting rights or one-tenth of the membership, whichever is the greater.
- 8.8 Voting will be by simple majority on a show of hands or by ballot as the Committee may Decide. In the event of an equality of votes the Chairperson will have a second or casting vote,
- 8.9 At every AGM, one third of the Members of the Committee, or if their number is not a multiple of 3, the number nearest to one third shall retire from the office.
- 8.10 The Members of the Committee to retire shall be those who have been longest in office since their last election. A retired member shall be eligible for re-election.

## 9. **Trustees**

- 9.1 ASGB may appoint and determine the appointment of not less than three members not being members of the Executive Committee to act as Trustees for the purpose of holding monies and/or property belonging to ASGB.

**10. Indemnity**

10.1 ASGB will insure and arrange insurance cover for, and to indemnify its officers, servants and voluntary workers and those of its members from and against, all such risks incurred in the course of the proper performance of their duties as may be thought fit. Provided that any such insurance shall not extend to any claim arising from any act or omission which was known to be a breach of trust or breach of duty or which was committed in reckless disregard of whether it was a breach of trust or breach of duty or not.

**11. Finance**

11.1 An Account may be opened by the Treasurer in the name of ASGB at a Bank or Building Society if deemed appropriate by the Executive Committee. The Executive Committee shall authorise in writing the Honorary Officers to sign cheques on behalf of ASGB and arrange for their independent auditing in preparation for the Annual General Meeting in the event of the opening of the account.

11.2 The income and property of ASGB will be applied solely towards the promotion of the purposes of ASGB as set out in this constitution and no portion thereof will be paid directly by way of profit to any member of ASGB provided that nothing will prevent the payment in good faith of reasonable out of pocket expenses by the Executive Committee.

11.3 On an annual basis SIPS Education Ltd will agree the Treasurer's statement of income and expenditure. Surplus monies will be held by SIPS Education Ltd and carried forward to the next financial year, use of which shall be decided upon by the Executive Committee.

**12. Alterations to the Constitution**

12.1 Subject to the following provisions of the Clause the constitution may be altered by a quorate resolution passed by not less than two-thirds of the members present and voting at a general meeting. The notice of the general meeting must include notice of the resolution setting out the terms of the alteration proposed.

**13. Dissolution**

13.1 If the Executive Committee decides that it is necessary or advisable to dissolve ASGB it shall call a meeting of all members of ASGB. of which not less than 21 days' notice (stating the terms of the resolution to be proposed) shall be given. If the proposal is confirmed by the two-thirds majority of those present and voting the Executive Committee shall have the power to realise any assets held by or on behalf of ASGB. Any assets remaining after the satisfaction of any proper debts and liabilities shall be distributed equally between all member schools/educational establishments.

**14. Public Statements**

14.1 Any member or officer of ASGB must seek authority from the Executive Committee prior to making a public statement on behalf of ASGB.

**15. Interpretation**

15.1 The Interpretation Act 1978 applies for the Interpretation of this constitution as it applies for the interpretation of an Act of Parliament. This constitution was signed in accordance with the resolution of the members of the Association of Sandwell Governing Bodies at a meeting on 4<sup>th</sup> July 2018.

**Signed.....Dated**