

1. FOUNDING PRINCIPLES

The Schools Enterprise Association (SEA) is an independent national organisation founded to support schools in generating additional revenue through the commercial letting of the school's facilities by providing support and guidance for members of the school's team responsible for this activity including but not limited to Bursars, Domestic Bursars, Enterprise Managers, Business Managers, Commercial Managers and Lettings Managers.

The Founding Principles of the SEA are as follows:

1. To provide members' representatives with the professional support they need to successfully manage their commercial lettings' business alongside the school's core remit of providing a world class education to their school's pupils.
2. To offer specialist advice and guidance services online, over the phone and in person at networking meetings, professional development events and an annual conference.
3. To work closely with other associations representing this sector as well as professional advisers to the independent school sector ensuring that member schools have access to the very best information and guidance available in the marketplace.

2. MEMBERSHIP

2.1 Principles

Membership of the SEA is applied for under the name of the member school. A lead representative is assigned to each member school but additional members of staff from that school can take advantage of SEA benefits and are eligible for any special SEA Membership rates.

The Committee may from time to time establish different classes of Membership, prescribe their respective privileges and duties and set the amounts of any joining fees and subscriptions.

Membership is terminated if the Member concerned:

- (a) gives written notice of resignation to the Association;
- (b) ceases to exist;
- (c) is more than three months in arrears in paying the relevant subscription (but in such a case the Member may be reinstated on payment of the amount due);
- (d) in the case of a Full Member, is removed by resolution of the Board on the ground that in their reasonable opinion the Full Member's continued membership is harmful to the Association (but only after notifying the Full Member in writing and considering the matter in the light of any written representations which the Member concerned puts forward within 14 clear days after receiving notice).

2.2 Membership Subscription Fees

Membership of the SEA is via a single school-specific subscription. Membership subscription may be paid annually in advance.

Included in membership fees:

- Listing on Beautiful Schools' portal
- Listing on Venue Directory

Discounts offered include but are not limited to:

- Job Opportunity listings on the-sea.org.uk
- SEA events (where applicable)
- SEA training courses

2.3 Member benefits

SEA member benefits include but are not limited to:

- Professional development opportunities
- Networking and learning opportunities including:
 - At least one networking and learning event per term
 - SEA annual Conference
- ISEA web portal for members enabling access to:
 - Best practice
 - Standard forms and documentation including contracts, job descriptions, policies and procedures
 - Industry opinion and thought leadership
 - Case Studies
 - Consultancy
 - School Member Directory (full contact details)

2.4 General meetings

- 2.4.1 Full Members are entitled to attend general meetings through their authorised representative or by proxy. Apart from exceptional circumstances, general meetings are called on at least 14 clear days' written notice specifying the business to be discussed.
- 2.4.2 A quorum at a general meeting shall be half of the number of Full Members (rounded up to the nearest whole number)) present by their authorised representative or by proxy.
- 2.4.3 The Chair or (if the Chair is unable or unwilling to do so) the Vice-Chair or (if the Chair and the Vice-Chair are unable or unwilling to do so) some other authorised representative of a Full Member elected by those present presides at a general meeting.
- 2.4.4 The Association must hold an AGM in every year which all Full Members are entitled to attend. Each AGM must be held within 15 months of the previous AGM at a time and place to be determined by the Committee.
- 2.4.5 At an AGM the Full Members:
- receive the Committee's report on the Association's activities since the previous AGM;
 - receive the accounts of the Association for the previous financial year;
 - accept the retirement of those members of the Committee who wish to retire or who are retiring at the end of their term of office; and
 - may determine any issues of policy or deal with any other business put before them provided that details of such other business were included on the notice of meeting.

- 2.4.6 A general meeting may be called at any time by the Committee.
- 2.4.7 A general meeting must be called on a written request to the Committee from at least 5% of the Full Members.
- 2.4.8 On receipt of a written request the Committee must call a general meeting within 21 days and the meeting must be held not more than 28 days after the date of the notice convening it.

3 SEA COMMITTEE

3.1 Committee Structure

The SEA is overseen by an elected Committee. The Committee consists of between four and six members.

The members of the SEA Committee are all serving representatives of member schools and bring expertise from a variety of backgrounds. They use their wealth of knowledge and experience to provide strategic direction to the association.

Committee members serve for one year and they may seek re-election for a further consecutive year. After this they leave the Committee unless elected Chair. The Chair is elected at each Annual General Meeting (AGM) and may not hold office for more than two consecutive years.

Members may seek re-election to the SEA Committee after at least a two year gap after having served for two consecutive years as a Member of the Committee OR three consecutive years if elected Chair.

The Committee meets at least once per term (ie. Three times in an academic year) and, if required, additional meetings may be scheduled at the request of a quorum of the Committee or by special request of the SEA Management Executive.

3.2 Committee Elections

Committee Members shall be elected by ballot of the Full Members in such manner as the Board may resolve from time to time, which for the avoidance of doubt may include an electronic ballot (provided that if, at the time the ballot is due to open, the number of candidates standing for election is less than or equal to the number of vacancies, there shall be no requirement to hold a ballot and all of the candidates shall be deemed to have been elected).

Candidates shall offer themselves up for election in response to a call for nominations at least two weeks prior to the ballot taking place, which shall be conducted between the Spring half term break and the Easter holiday period on a date agreed by the Committee.

A Committee Member's term of office automatically terminates if they:

- (b) are incapable, whether mentally or physically, of managing their own affairs;
- (c) are absent from three consecutive meetings of the Committee in any 12-month period and a majority of the other directors resolve that they should be removed;
- (d) are the authorised representative of a school that ceases to be a Full Member;

- (e) cease to be employed by the school at which they were employed at the time of their election (but upon such person becoming employed by another Full Member and subject to the agreement of the governing body of that Full Member, such a person may be co-opted by resolution of the Committee to continue to serve their term as a Committee Member);
- (f) resign by written notice to the Committee;
- (g) are served with a notice in writing that their appointment as a Committee Member shall terminate immediately, signed by at least three-quarters of the other Committee Members.

4 POWERS

The Association has the following powers, which may be exercised by the Management Executive with the agreement of the Committee in support of the Founding Principles of the Association:

- (a) To provide advice and guidance;
- (b) To promote or carry out research;
- (c) To organise (or to make grants or loans towards the costs of others organising) meetings, lectures, conferences, broadcasts, exhibitions, seminars or courses of instruction;
- (d) To publish or distribute information;
- (e) To co-operate with other bodies;
- (f) To raise funds;
- (g) To take and accept any gift of money, property or other assets whether subject to any special trusts or not;
- (h) To acquire or hire property rights or privileges of any kind and to acquire, hire, construct, restore, improve, maintain and alter property of any kind;
- (i) To pay any rent and other outgoings and expenses and execute and do all such other instruments, acts and things as may be requisite in connection with the use, maintenance, upkeep, expansion, alteration or improvement of property of any kind;
- (j) To set aside funds for special purposes or as reserves against future expenditure;
- (k) To draw, make, accept, endorse, discount, negotiate, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts;
- (l) To enter into contracts to provide services to or on behalf of other bodies;
- (m) To arrange for the amalgamation or merger of the Association with any organisation the purposes of which in the opinion of the Committee are similar to the purposes of the Association either alone or as amalgamated;
- (n) To pay the reasonable and proper costs of forming and administering the Association; and
- (o) To do anything else within the law which promotes or helps to promote the Founding Principles.

4 PROCEEDINGS OF THE COMMITTEE

- 4.1 The Committee must hold at least three meetings each year immediately.
- 4.2 A quorum at a Committee meeting is three Committee members.
- 4.3 A Committee meeting may be held either in person or by suitable electronic means agreed by the Committee (which for the avoidance of doubt shall include conference telephone or other similar communications equipment) in which all participants may communicate with all the other participants.
- 4.4 The Chair or (if the Chair is unable or unwilling to do so) the Vice Chair or (if the Chair and the Vice-Chair are unable or unwilling to do so) some other Committee member chosen by those present presides at each meeting.
- 4.5 The business and objectives of the Committee shall be agreed at the first meeting of the new committee each year and shall include, but not be limited to, all of the following aspects of the Association:
- To consider matters related to the Powers of the Association and take decisions as appropriate
 - Review the financial situation of the Association including budgets and source of funds
 - Review and agree of commercial arrangements eg. Business partnerships
 - To review any current or pending legislation or other factors which may impact the commercial arrangements of an independent school and to take action as appropriate
- 4.6 Every issue may be determined by a simple majority of the votes cast at a meeting but a written resolution signed by all of the members 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).
- 4.7 Except for the Chair of the meeting, who in the case of a tied vote has a second or casting vote, every member has one vote on each issue.
- 4.8 The Committee may invite such other persons as it sees fit to attend its meetings, provided that such other persons shall not be entitled to vote.
- 4.9 A Committee member must avoid a situation in which they have an interest or duty that conflicts or possibly may conflict with the interests of the Association. This duty is not infringed if:
- (a) the situation cannot reasonably be regarded as likely to give rise to a conflict of interest;
 - (b) the situation is authorised by the Committee.
 - (c) If a conflict of interests arises for a Committee Member, the unconflicted members of the Committee may authorise such a conflict of interests provided that:
 - (d) authorisation will not result in any direct or indirect material benefit being conferred on any member or any Person Connected to a member; and
 - (e) the unconflicted members of the Committee consider it is in the best interests of the Association to authorise the conflict of interest in the circumstances.

4.10 Whenever a member has an interest in a matter to be discussed at a Committee meeting of the member concerned must:

- (a) declare their interest before discussion begins on the matter;
- (b) withdraw from the meeting for that item unless expressly invited by a majority of the unconflicted members of the Committee to remain in order to provide information;
- (c) not be counted in the quorum for that part of the meeting;
- (d) withdraw during the vote and have no vote on the matter.