

## Friends of the Weald - Constitution

### 1. ASSOCIATION DETAILS

The following variables specific to the association shall be incorporated into the model constitution.

#### 1.1 Type of association: (please tick the appropriate box)

Friends of the School:	<input checked="" type="checkbox"/>
Home-School Association:	<input type="checkbox"/>
Parent Staff Association:	<input type="checkbox"/>
Parent Teacher Association:	<input type="checkbox"/>
Parents Association:	<input type="checkbox"/>
Other:	<input type="checkbox"/>

#### 1.2 Association name in full:

Friends of the Weald Primary School

#### 1.3 School name in full:

The Weald Church of England Primary School  
Newdigate Road  
Beare Green  
Surrey  
RH5 4QW

#### 1.4 The committee

The minimum number of committee members/trustees: 2

### 2. CHARITABLE PURPOSE ('OBJECTS')

The object of the association (the objects) is to advance the education of pupils in the school in particular by:

- Raising funds to support the supply of equipment and books.
- Raising funds to support the enhancement of the school environment.
- Building relationships between the staff, parents and other parties associated with the school.
- Providing activities to support and enhance the education and extra-curricular experience of the pupils.

### 3. POWERS

The committee members/trustees have the following powers, which may be exercised only in promoting the charity's purpose ('objects'):

- To provide advice
- To publish or distribute information
- To co-operate with other bodies
- To raise funds (but not by means of permanent trading)

- To acquire or hire property of any kind
- To make grants or loans of money and to give guarantees
- To set aside funds for special purposes or as reserves against future expenditure
- 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) it is recommended that a separate, non-charitable trading company should be used for the purpose and specialist legal or accountancy advice sought.

#### **4. MEMBERSHIP**

All members of staff, the governing body and parents or guardians of children attending the school shall automatically become members. Other people with an interest in furthering the objects of the Association may apply for membership, and be admitted at the discretion of the Committee.

#### **5. GENERAL MEETINGS**

##### **GENERAL MEETINGS (ANNUAL AND EXTRAORDINARY)**

5.1 All members are entitled to attend any General meeting of the association.

5.2 All General Meetings are called by giving 21 clear days written notice of the meeting to the members. The notice should specify the date, time and location of the General Meeting as well as give an overview of the agenda.

5.3 There is a quorum at a General Meeting when the total number of members present (including committee members/trustees) is at least twice the number of committee members/trustees in office at the start of the meeting. The only exception would be at a General Meeting where the association is being dissolved: please see clause 13.

5.4 It should be noted that the required majority is not a majority of the members present at the meeting but of the votes cast.

5.6 The casting vote given to the person who is in charge of the meeting is intended to enable the meeting to proceed with its business. It is usual for the casting vote to be made in favour of allowing further debate on the matter on a future occasion.

5.7/5.8 An AGM is essential to the running of the association. AGMs give a regular opportunity for members to review the association's activities.

5.8.4 It is unlikely that a requirement exists for the association's accounts to be independently examined or audited. However, PTA UK does recommend this as best practice to ensure there is complete transparency on how funds are raised and spent. For further information on auditing arrangements required by the Charity Commission, please refer to Clause 10.

5.8.5 A Patron, President or Vice-President has no constitutional responsibilities meaning they cannot vote at committee meetings. However, they may be invited to address members or to represent the association on formal occasions or when seeking public support.

5.9 If an urgent or important matter (such as the amendment of the constitution) which must be decided at a General Meeting cannot conveniently be dealt with at an AGM, then an additional meeting needs to take place. This meeting is called an Extraordinary General Meeting.

#### **6. THE COMMITTEE**

The committee is the charity's governing body. At start up and prior to the first AGM, when formal elections can be held, a steering group can be formed by the people that are listed in clause 4.1. An AGM and formal elections should be held as soon as possible after start up. If an AGM is held to adopt this constitution this would also provide an opportunity to hold elections. Those who start as committee members/trustees and any people who are subsequently appointed at an AGM must be members (under clause 4.1). Co-opted members, who are not appointed at the AGM, are not required to be members, but if they wish to be elected to the committee at the next AGM, they must be a member.

Every committee member/trustee, however appointed, is legally a charity trustee and owes a duty towards the charity (in this case, the association) rather than to whoever has made the appointment. Under section 334 of the Charities Act 2011 or any substantial re-enactment a written memorandum should be executed whenever a committee member/trustee is elected or appointed. This can be done by recording the outcome in the minutes.

5.4 The Chair or (if the Chair is unable or unwilling to do so some other committee member/trustee elected by those present is in charge of a General Meeting.

5.5 Except where otherwise provided in this constitution (Dissolution: clause 13), every issue at a General Meeting is decided by a simple majority of the votes cast by the members present at the meeting.

5.6 Except for the Chair of the meeting, who has a second or casting vote where a vote is equally divided (tied), every member present is entitled to one vote on every issue.

5.7 The association must hold a General Meeting within 12 months of the date of the adoption of this constitution. Thereafter, an AGM must be held in each subsequent year and not more than 15 months may elapse between successive Annual General Meetings.

5.8 At an AGM the members:

5.8.1 receive the accounts of the association for the previous financial year

5.8.2 receive the report of the committee members/trustees on the association's activities since the previous AGM

5.8.3 elect the committee members/trustees

5.8.4 appoint an independent examiner or auditor for the association if this is needed

5.8.5 may confer on any individual (with his or her consent) the honorary title of Patron, President or Vice-President of the association

5.8.6 discuss and determine any issues of policy or deal with any other business put before them

5.9 A General Meeting may also be called for special or extraordinary reasons (called an Extraordinary General Meeting or EGM). In addition to being called by committee members, these can be called by members of the association.

This requires a request in writing to the committee from 10 or more members. As a result, the committee must call an EGM (give all members of the association notice of the EGM) within

21 days of the written requests being received from members.

This EGM must happen within three months of the written requests being received. (This timeframe is designed to make allowances for school holidays.)

## 6. THE COMMITTEE

6.1 All members of the committee are trustees of the charity and have control of the association, its property and funds. The committee members are referred to in this document as committee members/trustees.

6.2 Committee members/trustees shall be elected at the AGM and shall hold office until the next AGM.

6.3 All committee members/trustees, except those who are co-opted, must be members of the association.

6.4 Committee members/trustees shall have the power to co-opt committee members/trustees at any time, and co-opted committee members/trustees shall serve until the date of the next AGM.

6.5 The number of co-opted committee members/trustees must not be more than 50% of the total number of committee members/trustees.

6.6 Nominations for election to the committee may be made by any member of the association and seconded by another. Such nominations must have the consent of the nominee.

6.2 This provides for the committee members/trustees to be elected each year at the AGM.

6.3 It is usually helpful to allow the committee to co-opt a number of its members, for example to fill a vacancy that arises during the year or enlist members with particular skills. The total number of co-opted committee members/trustees must not be more than 50% of the total number of all other committee members/trustees. So, if your committee has eight committee members/trustees, it is possible to have up to four co-opted committee members/trustees.

All nominations should be made in writing to the Chair at any time until the election process has been completed. If no nominations or an insufficient number are received before the AGM, any members present may nominate a person, with their consent, and that person may be appointed by a majority vote of those present.

6.7 A committee member/trustee (whether elected or co-opted) automatically ceases to be a committee member/trustee if he or she:

6.7.1 is disqualified under section 178 of the Charities Act 2011 or any substantial re-enactment from acting as a charity trustee

6.7.2 in the written opinion, given to the charity, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a trustee and may remain so for more than three months

6.7.3 is absent from three consecutive meetings of the committee without prior notification to the Secretary

6.7.4 ceases to be a member of the association

6.7.5 resigns by written notice to the committee but only if at least two committee members/trustees remain in office

6.7.6 is removed by a resolution passed by a majority of other committee members/trustees. Removal is not effective until the committee member/trustee concerned has been notified in writing of the proposal and his/her right to respond within 14 clear days, and the matter has been considered in light of any representations made.

6.8 All committee members/trustees shall be entitled to reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in the administration of the association.

6.9 A retiring committee member/trustee is entitled to an indemnity from the continuing committee members/trustees at the expense of the association in respect of any liabilities properly incurred while he or she held office.

6.10 A technical defect in the appointment of a committee member/ trustee of which the committee is unaware at the time does not invalidate decisions taken at a meeting.

## 7. COMMITTEE MEETINGS

7.1 The committee must hold at least three meetings every academic year.

7.2 A quorum at a committee meeting is 50 per cent, rounded up to the nearest whole number, of the total number of committee members. This applies where there are three or more committee members in post. Where there are only two, 100% attendance is required to be quorate to prevent a single individual having the power to make decisions on behalf of the association.

7.3 The Chair or, if the Chair is unable or unwilling to do so, some other committee member/trustee chosen by the members present is in charge at each committee meeting.

7.4 Every decision may be made by a simple majority of the votes cast at a committee meeting. A resolution which is in writing (including by email) and signed by all committee members/trustees is equally valid. The resolution may be contained in more than one document and will be treated as passed on the date of the last signature.

7.5 Except for the Chair of the meeting, who has a second or casting vote, every committee member/trustee has one vote on each issue.

7.4 It may be necessary for the association to make a decision outside of the committee meetings. This can be done by written resolution but has to be signed by all committee members/trustees. This needs to be passed unanimously because decisions taken by written resolution do not allow an opportunity to debate an issue as would happen at a meeting.

7.5 The casting vote is given to the person who is in charge of the meeting and is intended to enable the meeting to proceed with its business. It is usual for the casting vote to be given in favour of allowing further debate on the matter on a future occasion.

## 8. POWERS OF COMMITTEE

8.1 The committee is legally responsible for the actions of any sub-committee and it is sensible for each sub-committee to include at least one committee member/trustee. The committee should define the responsibilities of each sub-committee with care. It is essential in all cases for sub-committees to report back to the main committee. While the power to delegate is not limited to any

particular function, it is usually appropriate for the final decision on major matters of policy or resources to be taken by the main committee.

8.2 The committee is allowed to make rules to govern different aspects of the running of the association that are not already governed by this document.

## 9. PROPERTY & FUNDS

9.1 Any property of the association is held in trust to achieve the Objects and does not belong to the members.

9.2 The Charities Act 2011 or any substantial re-enactment allows trustees to receive personal benefit from the charity. However, it is recommended that this be carefully managed. This clause sets out the precautionary measures that are required.

9.3 The committee member/trustee should not take part in making any decision from which they might personally benefit.

## 10. RECORDS & ACCOUNTS

10.1 The committee must comply with the requirements of The Charities Act 2011 or any substantial re-enactment as to the keeping of financial records, the audit or independent examination of accounts and the preparation and transmission to the Charity Commission of:

10.1.1 annual reports

10.1.2 annual returns

10.1.3 annual statements of account.

10.2 The committee must keep proper records of:

10.2.1 all proceedings at General Meetings

10.2.2 all proceedings at committee meetings

10.2.3 all reports of sub-committees.

10.3 Annual reports and statements of account relating to the association must be made available for inspection by any member of the association.

10.4 The committee must notify the Charity Commission promptly of any changes to the association's entry on the Register of Charities.

## 11. NOTICES

Reference is made to 'notice' in various places in the constitution (see clauses 4, 5.2, 6.7.5 and 12.1). This clause makes clear how members should be notified. What is meant by 'written' is defined in Clause 14.

## 12. AMENDMENTS

Amendments to the PTA UK model constitution may be required as your association develops.

12.1 The members must be given advance notice of proposed amendments to the constitution. When giving notice each 'day' starts at midnight, and the day on which notice is given does not count.

12.2 It is vital that the constitution is not amended in a way that makes it impossible for the association to continue to operate. Under this clause, certain amendments are not valid, i.e., if adopted they will not count as amendments and will not be registered by the Charity Commission. The two cases are:

- where there is a fundamental change in the objects, i.e., where the new purposes are of a kind which a previous supporter could not reasonably be expected to have foreseen when contributing to the association's funds
- where the change in the constitution would cause the charity to become a non-charitable body. Both issues need to be considered for all proposed amendments. It will normally be appropriate to seek legal advice or consult the Charity Commission before the proposed amendments are drawn up.

12.3 The Charity Commission should be notified promptly of all amendments that are made. Any amendment made to the PTA UK model constitution prior to charity registration needs to be agreed directly with the Charity Commission and therefore would disqualify the application for registration through the PTA UK fast track registration scheme.

### 13. DISSOLUTION

It is not unusual for unincorporated charitable associations to reach the end of their useful life and decide to dissolve.

This clause allows for any remaining assets to be passed to the school or, if the school is or will soon be closed, to another school.

The committee will not be relieved of their responsibilities until they have completed this task and have sent a final report and statement of accounts to the Charity Commission and take the necessary steps to remove the association from the register of charities via the Charity Commission's website: [www.gov.uk/remove-charity-register#before-you-start](http://www.gov.uk/remove-charity-register#before-you-start).

ADOPTED AT A MEETING HELD

AT (Place)

.....  
ON (Date)

.....  
NAME

.....  
OCCUPATION

.....

SIGNATURE

.....

(Name and signature of Chair of meeting)

WITNESS NAME

.....

ADDRESS

.....

OCCUPATION

.....

SIGNATURE

.....

(Name, address, occupation and signature of witness)

#### 14. GLOSSARY OF TERMS

##### 14.1 In this constitution:

- address: means a postal address or, for the purposes of electronic communication, i.e., an email address, a fax number or a text message number in each case registered with the charity
- AGM: means an Annual General Meeting of the members of the association
- the association: means the charity comprised in this constitution
- the Chair: means the Chair of the association elected at the AGM
- Charity trustees: has the meaning prescribed by section 177 of the Charities Act 2011 or any substantial re-enactment. Every committee member/trustee is legally a charity trustee
- clear day: means 24 hours from midnight following the triggering event
- the Commission: means the Charity Commission for England and Wales: [www.gov.uk/government/organisations/charity-commission](http://www.gov.uk/government/organisations/charity-commission)

- the committee: is the governing body of the association and includes all elected and co-opted committee members/trustees
- co-opted committee member/trustee: means a member of the committee appointed by the committee members/trustees in accordance with clause 6
- EGM: means an Extraordinary General Meeting of the members of the association and which is not an AGM
- fundamental change: means a change that would not have been within the reasonable contemplation of a person making a donation to the association
- General Meetings: means any AGM or EGM (see above)
- governing body: means the governing body of the school
- headteacher: means the headteacher, executive head or Principal of the school
- independent examiner: has the meaning prescribed by section 145(a) of the Charities Act 2011 or any substantial re-enactment
- member and membership: refer to members of the association as set out in clause 4
- months: means calendar months
- the objects: means the charitable objects of the association set out in clause 2
- permanent trading: means carrying on a trade or business on a continuing basis for the principal purpose of raising funds and not for the purpose of actually carrying out the objects
- written or in writing: refers to a legible document on paper including an electronic communication (email) or a fax message where the member or co-opted committee member/trustee has agreed to receipt of notices by electronic means
- unincorporated association: an ‘unincorporated association’ is an organisation set up through an agreement between a group of people who come together for a reason other than to make a profit, e.g., a voluntary group or a sports club. Individual members are personally responsible for any debts and contractual obligations
- year: means calendar year unless otherwise specified.

14.2 References to an Act of Parliament are references to the Act as amended or re-enacted from time to time and to any subordinate legislation made under it.