PTA-UK

advancing education | supporting PTAs

model constitution

Notes

Please read these notes before completing the Model Constitution

- Guidance notes are available throughout this document to help explain certain points
- A glossary of terms is contained under clause 14. All terms referenced in the glossary are highlighted in **bold**
- Please complete sections 1.1 to 1.3 on page 2 using BLOCK CAPITALS
- For paper based applications (ie not online applications) fast track charity registration, taking approximately six weeks, is available to all members using the PTA-UK Model Constitution without change (apart from completing clauses 1.1 to 1.3). This can be reduced to ten working days if the application is made online
- Any Association wishing to vary the PTA-UK Model Constitution will need to agree changes directly with the Charity Commission and will not be eligible for the fast track scheme. Independent legal advice may be required to amend this Constitution
- The PTA-UK Model Constitution is the copyright of PTA-UK and may be used by PTA-UK Member Associations only
- The charity created by this Constitution is an unincorporated Association and as such the Committee, who are trustees of the charity, are personally liable for the acts and defaults of the charity.

  Whilst it might be unusual, if a PTA is taking on loans, building works or other liabilities, employing staff or giving advice to the public, PTA-UK recommends establishing the charity as a company limited by guarantee in order to obtain the protection of limited liability for the Committee. Or, alternatively, a Charitable Incorporated Organisation when these become available. Please see the model memorandum and articles of Association for charity companies (GD1) available from charitycommission.gov.uk

November 2011

Model Constitution for Parent Teacher Associations (England and Wales)

The PTA-UK Model constitution is for use by Parent Teacher Associations (PTAs) and other home-school groups that are members of PTA-UK in England and Wales. A Model Constitution for PTA-UK members in Northern Ireland is available at pta.org.uk or from the PTA-UK Advice Line 0845 850 5460.

The PTA-UK Model Constitution must be adopted by the Association before it can be used. See the PTA-UK Information sheet - *PTA-UK Model Constitution* available at pta.org.uk for further guidance.

The declaration on the last page of this document must be signed by the Chair of the meeting at which it is adopted and witnessed by a member of the Association who is present at the meeting.

Charity Registration

To register as a charity, send the completed PTA-UK Model Constitution to the ***Charity Commission for England and Wales:***

Charity Commission Direct
PO Box 1227
Liverpool
L69 3UG

0845 300 0218
charitycommission.gov.uk

This should be accompanied by a completed application form (CC5a) and trustee declaration (CC5c). Both forms are available at pta.org.uk and are included in the PTA-UK charity registration pack. Keep a copy of the signed and witnessed Constitution for your PTA records.

For further information, see the PTA-UK Information sheet *Charity Registration – England and Wales*.

Online Charity Registration

It is now possible to apply for charity registration online. This is particularly useful if registration is needed quickly as online applications can take as little as ten working days.

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1. VARIABLES LIST

1.1 Type of association

The type of **Association** depends on its **membership.** Please see the guidance under clause 4 for further information.

1.2 Name

We suggest X School PTA or The PTA of X School

If the suggested name of your **Association** is too similar to another charity already listed on the Charity Commission Register of Charities and might cause confusion, the Charity Commission may ask for it to be changed. Check the Register of Charities before choosing a name, available at charitycommission.gov.uk

1.3 School

Please complete the full name and **address** of the school.

1.4 The Committee

It is normal for the size of the **Committee** to vary. It is usual to have a named **Chair,** Treasurer and Secretary and then a number of other **committee members.** The minimum number with which it is possible to continue operating is two; usually a **Chair** and a Treasurer (see clause 6.5.5). There is no restriction on the maximum number of **committee members/trustees.** However, be careful that this does not become too large. An **AGM** is only quorate if the number of **members** present is at least two times the number of **committee members/trustees** in office at the start of the meeting (clause 5.3). Once the **Committee** has been elected you can then calculate the maximum number of **co-opted members;** up to 50% of the total number of elected **committee members/trustees** (clause 6.3.2). For example, a **Committee** with eight **committee members/trustees** would be able to co-opt four further **committee members/trustees** (6.3.2).

2. OBJECTS

The ***Objects*** (ie the main purposes) of the **Association** must be exclusively charitable under English law or it will not be a charity and registration will be refused by the Charity Commission. The ***Objects*** included in this Model Constitution have been verified as exclusively charitable. However, your **Association** should make sure that they reflect the true purposes of the **Association.**

You may need to take your own legal advice if you wish to alter the stated ***Objects*** and fast track registration will not be available.

3. POWERS

The Powers are the legal means by which the ***Objects*** (Clause 2) can be achieved.

3.4 The **Committee** should understand any legal restrictions on the fundraising activities the charity wants to undertake. Substantial **permanent trading** for the purpose of raising funds is not allowed. HM Revenue and Customs (HMRC) can advise on the limits for small scale trading. Where an **Association** will be relying on trading to raise funds it is recommended that a separate, non-charitable trading company should be used for the purpose and specialist legal or accountancy advice sought.

3.7 This Clause enables the **Committee** to allocate funds for particular purposes, or as reserves.

1. VARIABLES LIST

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: ☑
Home-School Association: ☐
Parent Staff Association: ☐
Parent Teacher Association: ☐
Parents Association: ☐
Other: ☐

1.2 Association name in full: FRIENDS OF DAVENIES

1.3 School name in full: DAVENIES SCHOOL

School address:

Building name and / or number .....
Street STATION ROAD
Town/city BEACONSFIELD
County BUCKINGHAMSHIRE
Postcode HP9 1AA
Country UK

1.4 The Committee

The minimum number of **committee members/trustees:** 2

2. OBJECTS

The object of the **Association** (the ***Objects***) is to advance the education of pupils in the school in particular by:

2.1 Developing effective relationships between the staff, parents and others associated with the school;

2.2 Engaging in activities or providing facilities or equipment which support the school and advance the education of the pupils.

3. POWERS

The **committee members/trustees** have the following powers, which may be exercised only in promoting the ***Objects:***

3.1 To provide advice

3.2 To publish or distribute information

3.3 To co-operate with other bodies

3.4 To raise funds (but not by means of **permanent trading**)

3.5 To acquire or hire property of any kind

3.6 To make grants or loans of money and to give guarantees

3.7 To set aside funds for special purposes or as reserves against future expenditure

3.8 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)

3.9 To take out public liability and personal accident insurance to cover **Association** meetings, activities, **committee members/trustees,** to insure the **Association's** property against any foreseeable risk and take out other insurance policies to protect the **Association** where required

3.10 To employ paid or unpaid agents, staff or advisers

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It is suggested that an **Association** maintain reserves to cover planned expenditure and to meet the kind of expenditure which may be required at short notice. However, reserves should not be built up without an agreed **Committee** decision, or be excessive in relation to the amount known or reasonably estimated to be required. Monies raised by the **Association** must be spent on achieving the ***Objects***.

3.9 The **Association** should ensure that it has adequate insurance in place for all of its activities. Full **membership** of PTA-UK automatically provides public liability and personal accident insurance to cover **Association** meetings, activities, and the **committee members/trustees.**

3.10 This clause covers employees, independent contractors and volunteers. Care should always be taken by a charity wishing to employ someone, even part-time but special care is required if it is proposed to employ a **committee member/ trustee.** (See clause 9.2 and 9.3. Further guidance is also available from the Charity Commission.)

3.15 This 'blanket provision' is intended to cover any other power not specifically mentioned. The **Association** is still restricted to undertaking activities to achieve the ***Objects***.

4. MEMBERSHIP

4.1 The **membership** will vary according to the type of **Association** as set out in this Clause.

4.2.3 It is unusual for a **Member** of a charity to be removed from **membership,** but if this happens it must only be done for good reason e.g. because the **Member's** presence represents a danger to the school or its pupils.

Under the rules of Natural Justice, the **Member** concerned must be given an opportunity to state his or her case before a final decision is taken and any decision to remove a **Member** must be justifiable.

Like any other **Committee** decision this will be made by a simple majority of the votes cast at the meeting (see clause 7.4). It is recommended that any such decision be recorded in the minutes of the **Committee** meeting.

If you remove a **Member** who is also a **committee member/trustee,** they are automatically removed from the **Committee** under clause 6.5.4. However, removal as a **committee member/trustee** does not automatically mean that the individual is also removed as a **Member,** so if you want to remove someone who is no longer a **committee member/ trustee** from **membership** of the charity as well, you will have to use the provision in 4.2.

5. GENERAL MEETINGS

A **General meeting** is a formal gathering of the **members.** These can either be Annual or Extraordinary (AGM or EGM).

5.2 How notice of a **General meeting** should be given to **members** is dealt with in Clause 11, and **'written'** is defined in clause 14.1. When giving notice each 'day' starts at midnight, and the day on which notice is given does not count.

5.3 A Quorum is the minimum number of **members** of an **Association** that must attend the meeting for it to be valid.

3.11 To enter into contracts to provide services to or on behalf of other bodies

3.12 To pay the costs of forming the **Association**

3.13 To obtain and pay for goods and services as are necessary for carrying out the work of the charity

3.14 To open and operate bank and other accounts as the **committee members/trustees** consider necessary

3.15 To do anything else within the law that promotes the ***Objects***

BUT the **Committee** shall not undertake any activity in the school premises without the consent of the **headteacher.**

4. MEMBERSHIP

Members of the **Association** are:

4.1 In a Parents **Association**, the parents, guardians or carers of any pupil currently attending the school or

in a Parent Teacher **Association**, Parent Staff or Home-School **Association** as detailed above plus teaching and non-teaching staff currently employed by the school or

in any other **Association,** for example a Friends group, those described above and any person over the age of 18 wishing to offer appropriate support or help to the school and who is accepted by the **Committee** as a **Member**

4.2 **Membership** is terminated if:

4.2.1 the **Member** dies

4.2.2 the **Member** resigns by written notice to the **Association**

4.2.3 the **committee members/trustees** may for good reason, regardless of whether or not this is at the request of the **Governing Body** or the **headteacher,** exclude any person from **membership** or from attending an event whose presence at or support of the school is deemed a danger to the school or its pupils or staff or might bring the **Association** into disrepute. Removal is not effective until the **Member** 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.

5. 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 number of **Members** present 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.

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5.5 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.** They give a regular opportunity for **members** to review its activities.

5.8.4 PTA-UK requires all **Associations** to have their accounts independently examined. This is a stipulation of the PTA-UK subscription linked insurance for cover against fraud or dishonesty by a Treasurer or another **committee member/trustee.** 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 can not 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** can not 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

This clause sets out the composition of 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. It is expected that an **AGM** and formal elections will 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 83 of the Charities Act 1993 as amended by the Charities Act 2006 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 of the **AGM** at which the election of **committee members/trustees** takes place.

6.2.1 This provides for the **committee members/ trustees** to be elected each year at the **AGM**

6.3.1 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

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, 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 twelve 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**

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 An **EGM** may be called at any time by the **Committee** and must be called within 21 days to happen within three months of a **written** request to the **receiving committee members/trustees** from at least ten **members**.

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**.

6.2.1 **Committee members/trustees** shall be elected at the **AGM** and shall hold office until the next **AGM**

6.2.2 All **committee members/trustees**, except those who are **co-opted**, must be **members** of the **Association**

6.3.1 **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**

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

6.4 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. 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

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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.**

6.5 There are various reasons why a **committee member/trustee** would have to cease being a **Member** of the **Committee:**

6.5.1 The Charities Act 1993, as amended by the Charities Act 2006, details various reasons why a **committee member/trustee** would be disqualified, including any conviction involving deception or dishonesty, unless legally spent; undischarged bankruptcy; removal from being a trustee for misconduct; disqualification from being a company director or being subject to orders under the Insolvency Act

6.5.2 Embarrassing problems can arise when a **committee member/trustee** becomes too ill or infirm to be expected to take full responsibility for the task. The **Committee** may wish to make a rule under clause 8.2 to require a **committee member/trustee** who appears incapable to undergo a medical examination. It is anticipated that such a request would in most cases lead to a voluntary resignation

6.5.5 **Committee members/trustees** should not be able to walk away from their responsibilities without leaving at least two remaining **committee members/trustees.** Any **Association** without at least two **committee members/trustees** in place will therefore be forced to dissolve (see Clause 13)

6.5.6 This is a wise precaution. Keep in mind though, that if someone is removed as a **member** under clause 4.2, they are automatically removed as a **committee member/trustee** under 6.5.4. If someone is unsuitable to be a **committee member/trustee** but you are happy for them to remain as a **member** then remove them under this clause, and they can still continue to be a **member. Co-opted committee members/trustees** who are not **members,** can only be removed under this clause

6.6 All **committee members/trustees** are entitled to recover from the **Association** whatever funds they may have had to pay out as a consequence of running the Association, eg paying for goods or services ordered by them and supplied to the charity.

6.8 Occasionally a mistake occurs in appointment procedures. If a mistake of this kind is discovered it does not retrospectively invalidate previous decisions but should be put right before further decisions are taken.

7. COMMITTEE MEETINGS

This Clause deals with the meetings and proceedings of the **Committee.**

7.1 The **Committee** can decide the number of times it needs to meet to carry out its work but the minimum number is three during an academic **year.**

7.2 This clause provides a formula for calculating the quorum. This is the minimum number of **committee members/trustees** who must be present for the **Committee** meeting to be valid. For example, for a **Committee** with ten **committee**

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.

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

6.5.1 is disqualified under section 72 of the Charities Act 1993 as amended by the Charities Act 2006 from acting as a charity trustee

6.5.2 is incapable, whether mentally or physically, of managing his or her own affairs

6.5.3 is absent from three consecutive meetings of the **Committee** without prior notification to the Secretary

6.5.4 ceases to be a **member** of the **Association**

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

6.5.6 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

6.6 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**.

6.7 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.

6.8 A technical defect in the appointment of a **committee member/trustee** of which the **Committee** are 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 current **membership** of the **Committee**.

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 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.

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members/trustees, a quorum would be reached with five **committee members/trustees.**

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. It is therefore prudent 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.** Whilst 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 on trust to achieve the ***Objects*** and does not belong to the **members.**

9.2 The Charities Act 2006 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 keeping of adequate records is essential if the **Association** is to be properly run. The need for a charity to have its accounts either independently examined or professionally audited is a requirement of charity law and is determined by the level of annual income. The current threshold for charity accounts to be independently examined is £25,000. The independent examination does not have to be conducted by an auditor and can be done by a person the **Committee** reasonably believes to have the required ability and practical experience. For example, a school bursar or teacher. The person chosen must not be involved with the **Committee** nor be a member of their family.

Audit requirements increase for charities with an income over £250,000 and £500,000. Further information is available from PTA-UK or the Charity Commission.

Please see 5.8.4 for further information on the requirement for an independent examination of accounts which is a stipulation of PTA-UK insurance cover.

8. POWERS OF COMMITTEE

The following powers are available to the **Committee** to help run the **Association**:

8.1 To delegate any functions of the **Committee** to sub-committees. These must consist of two or more persons appointed by the **Committee** but at least one **member** of every sub-committee must be a **committee member/trustee**. All sub-**Committee** proceedings must be promptly reported to the main **Committee.**

8.2 To make Rules consistent with this Constitution about the **Committee** and sub-committees, to govern proceedings at **General meetings** and generally about the running of the **Association** including the operation of bank accounts and the commitment of funds.

9. PROPERTY & FUNDS

9.1 The property and funds of the **Association** must only be used to fulfil the ***Objects*** (see clause 2).

9.2 **Committee members/trustees** can enter into contracts with the **Association** for the provision of goods and services to the **Association** (but not contracts of employment with the **Association** except with the prior written consent of the Charity Commission) provided that:

9.2.1 the maximum amount is set out in **writing** and is reasonable for the services provided

9.2.2 the **committee members/trustees** are satisfied that the agreement is in the interests of the charity before entering into it

9.2.3 the total number of **committee members/trustees** entitled to such remuneration is in the minority from time to time.

9.3 Whenever a **committee member/trustee** has a personal interest in a matter to be discussed at a meeting, the **committee member/trustee** must:

9.3.1 declare an interest before discussion begins on the matter

9.3.2 withdraw from that part of the meeting unless expressly invited to remain in order to provide information

9.3.3 not be counted in the quorum for that part of the meeting

9.3.4 withdraw during the vote and have no vote on the matter.

10. RECORDS & ACCOUNTS

10.1 The **Committee** must comply with the requirements of the Charities Act 1993 as amended by the Charities Act 2006 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

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11. NOTICES

Reference is made to 'notice' in various places in the Constitution (see clauses 4, 5.2, 6.5.5 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 needed as the **Association** develops. This clause gives you the power to make necessary amendments. Please note that more than a simple majority is required to agree any proposed amendment.

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 which makes it impossible for the **Association** to continue to operate. Therefore, under this clause, certain amendments are not valid, ie if adopted they will not count as amendments and will not be registered by the Charity Commission. The two cases are:

(i) where there is a **fundamental change** in the ***Objects***, ie 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

(ii) 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 provides that such a decision may be made at an **EGM** or an **AGM** where correct notice is given. Thereafter, the debts and liabilities must be paid. Any remaining assets must be used for furthering the ***Objects*** or for charitable purposes which are within or similar to the ***Objects***.

13.2 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.

13.4 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. The Charity Commission will then remove the **Association** from the *Register of Charities*.

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

11.1 Notice of any **General meeting** of the **Association** may be sent by hand, by post, by suitable electronic communication (email) or in any newsletter distributed by the **Association** to its **Members**. Notification by hand may include distribution to parents, guardians and carers via their children with or without other communications from the school

11.2 The **address** at which a **Member** is entitled to receive notices (if sent by post) is the last known **address** of the **Member**

11.3 A technical defect in the giving of notice which the **Members** or **committee members/trustees** are unaware of at the time does not invalidate decisions taken at a **General meeting.**

12. AMENDMENTS

This Constitution may be amended at a **General meeting** of the **Association** by a two-thirds majority of the votes cast, but:

12.1 The **Members** must be given 21 **clear days'** notice of the proposed amendments.

12.2 No amendment is valid if it would make a **fundamental change** to the ***Objects***/clause 2 or destroy the charitable status of the **Association** and no amendment may be made to clause 9 without the prior written consent of the Charity Commission.

12.3 A copy of any resolution amending this constitution must be sent to the Charity Commission within 21 days of it being passed.

13. DISSOLUTION

13.1 The **Association** may be dissolved by a resolution presented at an **EGM** or an **AGM** where this is included in the notice of the meeting. The resolution must have the agreement of two thirds of those voting and must give instructions for the disposal of any assets remaining after paying the outstanding debts and liabilities of the **Association**

13.2 The net assets shall not be distributed among the **Members** of the **Association** but will be given to the school for the benefit of the pupils of the school. In the event of the school closing any remaining funds could be distributed to a neighbouring school or schools as selected by the **Committee.**

13.3 If it is not possible to dispose of assets as described in clause 13.2 then the assets can be given to another charitable cause provided that the cause is within the ***Objects*** of the **Association.**

13.4 The Trustees must notify the Charity Commission promptly that the **Association** has been dissolved. The Trustees must comply with any request from the Commission including providing the **Association's** final accounts.

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ADOPTED AT A MEETING HELD

AT (Place)

Davenies School

ON (Date)

18.3.16

NAME

E DAVID

OCCUPATION

ACCOUNTANT

SIGNATURE

(Name and signature of Chair of meeting)

WITNESS NAME

ALISON ANDREWS

ADDRESS

WOODPOND HOUSE, SCHOOL LANE, SEER GREEN HP9 2QJ

OCCUPATION

SOLICITOR (NON PRACTICING)

SIGNATURE

A C Andrews

(Name, **address,** occupation and signature of witness)

14. INTERPRETATION

14.1 In this Constitution:

- **address:** means a postal address or, for the purposes of electronic communication, a fax number, an e-mail address 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 97(1) of the Charities Act 1993 as amended by the Charities Act 2006. 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: charitycommission.gov.uk
- the **Committee:** is the Governing Body of the Association and includes all elected and co-opted committee members/trustees
- **committee member/trustee:** means a Member of the Committee elected at the AGM by the Membership
- **co-opted committee member/trustee:** means a Member of the Committee appointed by the committee members/trustees in accordance with clause 6
- **EGM:** means a general meeting of the Members of the Association 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
- **Governing Body:** means the Governing Body of the school
- **headteacher:** means the headteacher or Principal of the school
- **independent examiner:** has the meaning prescribed by section 43(3)(a) of the Charities Act 1993
- **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 a fax message or an electronic communication where the Member or co-opted committee member/trustee has agreed to receipt of notices by electronic means
- **year:** means calendar year

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.

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