

Model Constitution

Notes

These guidance notes are here to help you complete the model constitution and explain certain points. Please read them first.

The Parentkind model constitution is suitable for use by all PTAs and other forms of home-school associations including friends associations. This includes start-up PTAs and others that aren't required to become a registered charity (only required for those with an income of £5k and more a year).

- A glossary of terms is contained under clause 14. All terms referenced in the glossary are highlighted in bold.
- Please complete clauses 1.1 to 1.3 on page 2 using BLOCK CAPITALS.
- All Parentkind members using the model constitution without change (apart from completing clauses 1.1 to 1.3) and submitting complete applications are eligible for fast track charity registration because the Parentkind model constitution is pre-approved by the Charity Commission for England and Wales.
- Any association wishing to vary the Parentkind 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.
- If your association uses another constitution for charity registration it may require independent legal advice to agree this with the Charity Commission for England and Wales.
- The Parentkind model constitution is the copyright of Parentkind and may only be used by Parentkind member associations.
- 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. While it might be unusual, if a PTA is taking on loans, building works or other liabilities, employing staff or giving advice to the public, Parentkind recommends establishing the charity as a company limited by guarantee in order to obtain the protection of limited liability for the **committee**. Or alternatively they could establish themselves as a charitable incorporated organisation. Please refer to the Charity Commission's model governing documents: www.gov.uk/government/publications/setting-up-a-charity-model-governing-documents.

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Model Constitution for Parent Teacher Associations in England and Wales

The Parentkind model constitution is for use by Parent Teacher Associations (PTAs) and other home-school groups that are members of Parentkind in England and Wales. A model constitution for Parentkind members in Northern Ireland is available at parentkind.org.uk or from the Parentkind Member Support Line 0300 123 5460. This document belongs to Parentkind (registered charity no 1072833) or any successor body.

The Parentkind model constitution must be adopted by the association before it can be used. Further guidance on this can be found at parentkind.org.uk.

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, adopt the Parentkind model constitution and register online with the Charity Commission at: www.gov.uk/setting-up-charity/register-your-charity.

All PTAs with an annual income of £5K or over must register as a charity with the Charity Commission for England and Wales: www.gov.uk/government/organisations/charity-commission.

Parentkind provides information on charity registration for its members including a step-by-step guide to the online application process: www.parentkind.org.uk/PTAs/Charity-Registration.

3.9 The association should ensure that it has adequate insurance in place for all of its activities. Full membership of Parentkind automatically provides public liability and personal accident insurance to cover association meetings, activities, and the committee members/trustees. Please see the Parentkind website for further information of the insurance provider and policy summary document.

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.)

3.11 An example of being contracted to provide a service to or on behalf of other bodies is where a PTA runs an after-school club on behalf of the school.

3.14 When consulting parents on their views, committee members/trustees should do so at their discretion and make final decisions according to their own judgement.

3.16 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 (charitable purpose).

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 6.7.4. However, removal as a committee member/trustee does not automatically mean that the individual is also removed as a member. 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 and for decisions to be legitimate.

An AGM is quorate if the number of members present is at least twice the number of committee members/trustees in office at the start of the meeting. So if there are eight committee members on the PTA, there would need to be 16 people present at the meeting.

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

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 consult parents on their views

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

3.16 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 or Parentkind association, 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. Meetings can be held physically or virtually. A virtual meeting may be held by suitable electronic means agreed by the committee members in which each participant can see and hear all other participants. These meetings must comply with all other rules for the meeting, including chairing, taking of minutes and quorums.

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.

6.71 The Charities Act 2011 or any substantial re-enactment 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.

6.72 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.

6.75 **Committee members/trustees** should not be able to walk away from their responsibilities without leaving at least two remaining **committee members/trustees** (see clause 1.4). Any **association** without at least two **committee members/trustees** in place will therefore be forced to dissolve (see clause 13).

6.76 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 clause 6.7.4. 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.

6.8 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**, e.g., paying for goods or services ordered by them and supplied to the charity.

6.10 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

71 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.

72 The quorum here 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 10 **committee members/trustees**, a quorum would be reached with five **committee members/trustees**. The provision that requires both **members** to be present when there are only two elected **committee members** is in place to protect the interests of the charity and prevent one person from making decisions on behalf of the **association**.

74 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.

75 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.

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. 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:

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

6.72 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

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

6.74 ceases to be a **member** of the **association**.

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

6.76 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

71 The **committee** must hold at least three meetings every academic year. Meetings can be held physically or virtually. A virtual meeting may be held by suitable electronic means agreed by the **committee members** in which each participant can see and hear all other participants. These meetings must comply with all other rules for the meeting, including chairing, taking of minutes and quorums.

72 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**.

73 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.

74 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.

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 Parentkind 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 Parentkind 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 Parentkind 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.

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 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.

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 charitable purpose (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 the 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 **committee members/trustees** must notify the Charity Commission promptly that the **association** has been dissolved. The **committee members/trustees** must comply with any request from the Commission including providing the **association's** final accounts.

Agenda

Monday 28th October 2024

6pm at Dove Bank



1. Welcome, introductions, apologies
2. Previous minutes
 - 2.1 Decision on charity status
3. Constitution
 - 3.1 All agree to and sign constitution
 - 3.2 Agree admin procedure for minutes, agenda and document storage
4. Map out committee meeting
 - 4.1 one per half term
5. Non-event fundraising
 - 5.1 Easy fundraising - where are funds going?
 - 5.2 School lottery - lottery license
 - 5.3 Asda cash pot
 - 5.4 Stamps, labels etc
 - 5.5 Preloved
 - 5.6 Rags 2 Riches/ Other
6. Finances and plan for funds
 - 6.1 Agree contingency fund amount to remain in account
 - 6.2 Spending discussion - big tickets/trip/small treats
 - 6.3 Hoodies
7. Requests for funds
 - 7.1 Journals Yr5/6
 - 7.2 Mental Health award
 - 7.3 Panto next year
8. Events & Activities
 - 8.1 Christmas event - in or out of school time
 - 8.2 Christmas gift - ideas/budget (157 children)
 - 8.3 Crazy golf theme day
9. AGB
10. Next Meeting
 - 10.1 Date, time and location

Attach

- Constitution
- Journal info
- Crazy golf info