Parentkind
Bringing together home & school

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 **association**s including friends **association**s. 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-acharity-model-governing-documents.

March 2021

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.

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1. ASSOCIATION DETAILS

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 Charity Commission.

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

1.4 **The committee**
While this constitution states the minimum number of **committee members/trustees** can be 2 (see clause 6.7.5) Parentkind would always recommend that best practice is to have 3 named **committee members/trustees – Chair,** Treasurer and Secretary. This ensures that no one person (given a **Chair** has a casting vote) has overall control of decision making. If you set up your **association** with only 2 members we would strongly recommend you look to recruit at least one other **member** as a priority.

It is normal for the size of **the committee** to vary. There is no restriction on the maximum number of **committee members/trustees.** But be careful that this does not become too large.

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 6.5). For example, a committee with eight **committee members/trustees** would be able to co-opt four further **committee members/trustees** (6.5).

2. CHARITABLE PURPOSE ('OBJECTS')

The objects (i.e., the main purposes) of **the association** must be exclusively charitable under English and Welsh 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**.

The objects are deliberately designed to be broad and to give an **association** the flexibility to operate over a number of **year**s.

3. POWERS

The powers are the legal means to achieve the charitable purpose/objects (clause 2). These are designed to be flexible and give your **association** the scope to operate. Your **association** can use all of these powers but equally doesn't have to use any it considers not appropriate at any given time.

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. It is good practice for an **association** to maintain reserves to cover planned expenditure and to meet the kind of expenditure which may be required at short notice. But reserves shouldn't be built up without an agreed committee decision, or be excessive in relation to the amount known or reasonably estimated to be required. Funds raised must be spent achieving **the association**'s objects (purpose) in a timely way.

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:	■
Home-School **Association** :	☐
Parent Staff **Association**:	☐
Parent Teacher **Association** :	☐
Parents' **Association**:	☐
Parent Teacher and Friends **Association (PTFA):**	☐
Other:	☐

1.2 Association name in full: **Friends of Edith Borthwick School**

1.3 School name in full: **The Edith Borthwick School**

Street	**Springwood Drive**
Town/city	**Braintree**
County	**Essex**
Postcode	**CM7 2YN**
Country	**UK**

1.4 **The committee**
The minimum number of **committee members**: 2

2. PURPOSES

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 charity's purpose ('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)

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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 day**s, 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 day**s **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.

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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**. **AGM**s 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, Parentkind 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 of the **AGM** at which the election of **committee members/trustees** takes place.

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**.

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 **AGMs**.

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**.

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6.7.1 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.

6.7.2 **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.

6.7.5 **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).

6.7.6 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 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

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 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**.

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.

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:

6.7.1 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 day**s, 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**. Meetings can be held physically or virtually. A virtual meeting may be held by suitable electronic means agreed by the committee membersin 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.

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

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treated as passed on the date of the last signature.

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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 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. To check the current threshold for his, refer to the Charity Commission's website: www.gov.uk/send-charity-annual-return.

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, e.g. a school bursar or teacher. The person chosen must not be involved with **the committee** nor be a member of their family.

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.

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 management 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 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**.

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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 **association**s 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 day**s' 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.

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ADOPTED AT A MEETING HELD

AT (Place)

Edith Borthwick School

ON (Date)

10th November 2021

NAME

Victoria Faulks.

OCCUPATION

Family Support Worker

SIGNATURE



(Name and signature of **Chair** of meeting

WITNESS NAME

Stacey McElligott

ADDRESS

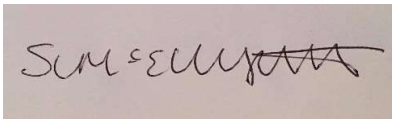
33 Richardson Lane,

Halstead, Essex CO9 1GG

OCCUPATION

Carer

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 trustee:** 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
- **the committee:** is the governing body of the association and includes all elected and co-opted committee members/trustees
- **committee member(s)/trustee(s):** 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 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.

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