

Adopting a constitution

Adopting a constitution can only be done by a vote of the whole association not just the committee at either an Annual or Extraordinary General Meeting (AGM/EGM).

It is important to establish whether or not your association has already adopted a constitution. PTAs that have existed for a long time may have adopted a constitution many years ago and until an alternative constitution is formally adopted, the existing constitution is legally binding.

Any existing constitution may be held in the PTA's files. Alternatively, if your association is already registered as a charity a copy of the constitution will be held on file by the Charity Commission (England and Wales) or HMRC Charities Division (Northern Ireland).

If your association already has a constitution and wants to either update this or adopt the NCPTA Model Constitution an AGM or EGM will need to be conducted as specified within your current constitution. For those without a constitution, best practice is to call an AGM or EGM giving 21 days notice and publicise the meeting, in writing, to all members of the association. This might include posters on all school notice boards or being featured in a school mailing to home.

The decision to adopt the constitution should be recorded in the minutes of the meeting and the statement on the reverse of the constitution completed by the Chair of the meeting which also needs to be countersigned by a witness.

September 2009

This National Confederation of Parent Teacher Associations (NCPTA) information sheet aims to provide clear advice but should only be considered as a general guide.

Further information sheets are available from www.ncpta.org.uk. For more specific advice please contact info@ncpta.org.uk or 01732 375460.



NCPTA Model Constitution

(2008 VERSION - AMENDED NOVEMBER 2009)

Model Constitution for Parent Teacher Associations (England and Wales)

The NCPTA Model constitution is for use by Parent Teacher Associations (PTAs) and other home-school groups that are members of the NCPTA in England and Wales. A Model Constitution for NCPTA members in Northern Ireland is available at www.ncpta.org.uk or from the NCPTA Advice Line 01732 375460.

The NCPTA Model Constitution must be adopted by the Association before it can be used. See the NCPTA Information sheet - NCPTA Model Constitution available at www.ncpta.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 NCPTA Model Constitution to the *Charity Commission for England and Wales*:

Charity Commission Direct
PO Box 1227
Liverpool
L69 3UG

0845 300 0218
www.charitycommission.gov.uk

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

For further information, see the NCPTA 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.

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 NCPTA 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 NCPTA 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 NCPTA Model Constitution is the copyright of the National Confederation of Parent Teacher Associations and may be used by NCPTA 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, the NCPTA 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 www.charitycommission.gov.uk

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 www.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.

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:

COFE

1.3 School name in full: HORNBY ST MARGARET'S PRIMARY
 School address: SCHOOL

Building name and / or number _____

Street MAIN STREET

Town/city HORNBY

County _____

Postcode _____

Country ENGLAND

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

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

5.4 The Chair or (if the Chair is unable or unwilling to do so)

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 The NCPTA requires all **Associations** to have their accounts independently examined. This is a stipulation of the NCPTA 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**

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.

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 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.

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.

6.5 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

7.2 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 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.

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

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:

Audit requirements increase for charities with an income over £250,000 and £500,000. Further information is available from the NCPTA 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 NCPTA insurance cover.

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 NCPTA 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 NCPTA 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 NCPTA 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.

10.5 All official records eg Bank Statements must always be addressed to the school and not home addresses.

10.1.2 annual returns

10.1.3 annual statements of account

10.2 The Committee must keep proper records of: -

10.2.1 all proceedings at General meetings

10.2.2 all proceedings at Committee meetings

10.2.3 all reports of sub-committees

10.3 Annual reports and statements of account relating to the Association must be made available for inspection by any Member of the Association

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

Add in 10-5

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.

- 13.4 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.

ADOPTED AT A MEETING HELD

AT (Place)

HORNBY ST MARGARETS

ON (Date)

TUESDAY 29th March 2011

NAME

ANNE SOMERS

OCCUPATION

DIRECTOR

SIGNATURE


(Name and signature of Chair of meeting)

WITNESS NAME

CHRISTINA HELM

ADDRESS

CLEARBECK COTTAGE

ASHLEY'S FARM


TATHAM

LANCASTER, LA2 8PH

OCCUPATION

HR SERVICE ADMINISTRATOR

SIGNATURE


(Name, address, occupation and signature of witness)

- 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.

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: www.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.