

## 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](http://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](http://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](http://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](http://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](http://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](http://www.parentkind.org.uk/PTAs/Charity-Registration).

## 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 years.

## 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: ☐  
Parentkind Association: ☐  
Other: ☐

1.2 Association name in full: The Friends of Lady Joanna Thornhill (Endowed) School  
1.3 School name in full: Lady Joanna Thornhill (Endowed) Primary School  
School address:  
Building name and/or number:  
Street: Bridge Street  
Town/city: Wye  
County: Kent  
Postcode: TN25 5EA  
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)

- 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**.
- 5.2 All **general meetings** are called by giving 21 **clear days written** notice of the meeting to the members. The notice should specify the date, time and location of the **general meeting** as well as give an overview of the agenda.
- 5.3 There is a quorum at a **general meeting** when the total number of members present (including **committee members/trustees**) is at least twice the number of **committee members/trustees** in office at the start of the meeting. The only exception would be at a **general meeting** where **the association** is being dissolved: please see clause 13.

- 5.5 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**. **AGMs** give a regular opportunity for members to review **the association's** activities.
- 5.8.4 It is unlikely that a requirement exists for **the association's** accounts to be independently examined or audited. However, 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**.