

- 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 days**, and the matter has been considered in light of any representations made.
- 6.8 All **committee members/trustees** shall be entitled to reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in the administration of **the association**.
- 6.9 A retiring **committee member/trustee** is entitled to an indemnity from the continuing **committee members/trustees** at the expense of **the association** in respect of any liabilities properly incurred while he or she held office.
- 6.10 A technical defect in the appointment of a **committee member/trustee** of which **the committee** is unaware at the time does not invalidate decisions taken at a meeting.

7. COMMITTEE MEETINGS

- 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 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 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

- 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 this, 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.

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**.
- 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

Reference is made to 'notice' in various places in the constitution (see clauses 4, 5.2, 6.7.5 and 12.1). This clause makes clear how members should be notified. What is meant by 'written' is defined in clause 14.

12. AMENDMENTS

Amendments to the Parentkind model constitution may be required as your **association** develops.

- 12.1 The members must be given advance notice of proposed amendments to the constitution. When giving notice each 'day' starts at midnight, and the day on which notice is given does not count.

- 12.2 It is vital that the constitution is not amended in a way that makes it impossible for **the association** to continue to operate. Under this clause, certain amendments are not valid, i.e., if adopted they will not count as amendments and will not be registered by the Charity Commission. The two cases are:

– where there is a **fundamental change in the objects**, i.e., where the new purposes are of a kind which a previous supporter could not reasonably be expected to have foreseen when contributing to **the association's** funds

– where the change in the constitution would cause the charity to become a non-charitable body. Both issues need to be considered for all proposed amendments. It will normally be appropriate to seek legal advice or consult the Charity Commission before the proposed amendments are drawn up.

- 12.3 The Charity Commission should be notified promptly of all amendments that are made. Any amendment made to the Parentkind model constitution prior to charity registration needs to be agreed directly with the Charity Commission and therefore would disqualify the application for registration through the Parentkind fast track registration scheme.

13. DISSOLUTION

It is not unusual for unincorporated charitable **associations** to reach the end of their useful life and decide to dissolve.

- 13.2 This clause allows for any remaining assets to be passed to the school or, if the school is or will soon be closed, to another school.
- 13.4 **The committee** will not be relieved of their responsibilities until they have completed this task and have sent a final report and statement of accounts to the Charity Commission and take the necessary steps to remove **the association** from the register of charities via the Charity Commission's website: www.gov.uk/remove-charity-register#before-you-start.

11. NOTICES

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

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

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

12. AMENDMENTS

This constitution may be amended at a **general meeting of the association** by a two-thirds majority of the votes cast but:

- 12.1 The members must be given 21 **clear days'** notice of the proposed amendments
- 12.2 No amendment is valid if it would make a **fundamental change** to the charitable purpose (objects)/clause 2 or destroy the charitable status of **the association** and no amendment may be made to clause 9 without the prior **written** consent of the Charity Commission
- 12.3 A copy of any resolution amending the constitution must be sent to the Charity Commission within 21 days of it being passed.

13. DISSOLUTION

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

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

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

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

ADOPTED AT A MEETING HELD

AT (Place)

LADY JOANNA THORNHILL SCHOOL

ON (Date)

19 October 2022

NAME

STELLA LONG

OCCUPATION

SIGNATURE

(Name and signature of Chair of meeting)

WITNESS NAME

MRS R. FOSTER

ADDRESS

OCCUPATION

HEAD TEACHER

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.