

**Warren Road Primary School
PARENT TEACHER ASSOCIATION**

PRESIDENT: THE HEADTEACHER

Warren Road

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Constitution for the Committee

1. OBJECTS

The object of the Association (“the Objects”) is to advance the education of the pupils in the School in particular by:

- 1.1 Developing effective relationships between the staff, parents and others associated with the School
- 1.2 Engaging in activities or providing facilities or equipment which support the School and advance the education of the pupils

2. POWERS

The Association has the following powers, which may be exercised only in promoting the Objects:

- 2.1 To provide advice
- 2.2 To publish or distribute information
- 2.3 To co-operate with other bodies
- 2.4 To raise funds (but not by means of permanent trading)
- 2.5 To acquire or hire property of any kind
- 2.6 To make grants or loans of money and give guarantees
- 2.7 To set aside funds for special purposes or as reserves against future expenditure
- 2.8 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)
- 2.9 To take out public liability and personal accident insurance to cover Association meetings, activities, Officers, and Committee Members, to insure the Association’s property against any foreseeable risk and take out other insurance policies to protect the Association where required

- 2.10 To insure members of the Committee against the costs of a successful defence to a criminal prosecution brought against them as charity trustees or against personal liability incurred in respect of any act or omission which is or is alleged to be a breach of trust or breach of duty (unless the member concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty)
- 2.11 Subject to rules set out in this constitution, to employ paid or unpaid agents, staff or advisers
- 2.12 To enter into contracts to provide services to or on behalf of other bodies
- 2.13 To pay the costs of forming the Association
- 2.14 To obtain and pay for goods and services as are necessary for carrying out the work of the charity
- 2.15 To open and operate bank and other accounts as the committee members/trustees consider necessary
- 2.16 To do anything else within the law which promotes the Objects

BUT the Committee shall not undertake any activity in the school premises without the consent of the Headteacher.

3. MEMBERSHIP

Members of the Association are:

- 3.1 In a Parent Association, the parents, guardians or carers of any pupil currently attending the school or in a Parent-Teacher Association the above plus members of the teaching and non-teaching staff currently employed by the School
- 3.2 Membership is terminated if:
 - 3.2.1 the Member dies
 - 3.2.2 the Member resigns by written notice to the Association
 - 3.2.3 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.

4. GENERAL MEETINGS (ANNUAL AND EXTRAORDINARY)

- 4.1 All members are entitled to attend any AGM or EGM of the Association
- 4.2 General meetings are called by 21 clear days' written notice of the meeting to the Members. The notice should specify the date, time and location of the General Meeting

- 4.3 There is a quorum at a General Meeting if the number of members personally present is a least twice the number of Officers or Heads of Committee Members in office at the commencement of the meeting
- 4.4 The Chair or (if the Chair is unable or unwilling to do so) some other member elected by those present presides at a General Meeting
- 4.5 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
- 4.6 Except for the Chair of the meeting, who has a second or casting vote where a vote is equally divided (tied), every member present in person is entitled to one vote on every issue
- 4.7 At an AGM the members:
 - 4.7.1 Receive the accounts of the Association for the previous financial year
 - 4.7.2 Receive the report of the Committee Members/Trustees on the Association's activities since the previous AGM
 - 4.7.3 Elect the Committee Members/Trustees
 - 4.7.4 Appoint an independent examiner or auditor for the Association
 - 4.7.5 May confer on any individual (with his or her consent) the honorary title of Patron, President or Vice-President of the Association
 - 4.7.6 Discuss and determine any issues of policy or deal with any other business put before them
- 4.9 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

5. THE COMMITTEE

- 5.1 The minimum number of committee members/trustees: 2
- 5.2 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
- 5.3 Committee Members/Trustees shall be elected at the AGM and shall hold office until the next AGM
- 5.4 All Committee Members/Trustees, except those who are co-opted, must be members of the Association
- 5.5 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

- 5.5.1 The number of co-opted Committee Members/Trustees must not be more than 50% of the total number of Committee Members/Trustees
- 5.6 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
- 5.7 A Committee member automatically ceases to be member of the Committee if he or she:
 - 5.7.1 Is disqualified under section 72 of the Charities Act 1993 as amended by the Charities Act 2006 from acting as a charity trustee
 - 5.7.2 Is incapable, whether mentally or physically, of managing his or her own affairs
 - 5.7.3 Is absent from six consecutive meetings of the Committee without contact with the Committee
 - 5.7.4 Ceases to be a member of the Association
 - 5.7.5 Resigns by written notice to the Committee (but only if at least five Committee members will remain in office)
 - 5.7.6 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
- 5.8 All Committee Members/Trustees shall be entitled to reimbursement of reasonable out of pocket expenses actually incurred in the administration of the Association
- 5.9 A retiring Committee Member/Trustee is entitled to indemnity from the continuing Committee Members/Trustees at the expense of the Association in respect of liabilities properly incurred while he or she held office
- 5.10 A technical defect in the appointment of a Committee Member/Trustee of which the Committee area unaware at the time does not invalidate decisions taken at a meeting

6. COMMITTEE MEETINGS

- 6.1 The Committee must hold at least six meetings every academic year.
- 6.2 A quorum at a Committee meeting is 50%, rounded up to the nearest whole number, of the total current membership of the Committee present at the Committee meeting
- 6.3 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
- 6.4 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
- 6.5 Except for the chair of the meeting, who has a second or casting vote, every Committee member has one vote on each issue.

7. POWERS OF COMMITTEE

The following powers are available to the Committee to help run the Association.

- 7.1 To delegate any of their 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 reported promptly to the Committee)
- 7.2 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)

8. PROPERTY & FUNDS

- 8.1 The property and funds of the Association must only be used to fulfil the Objects
- 8.2 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:
 - 8.2.1 the maximum amount is set out in writing and is reasonable for the services provided
 - 8.2.2 the Committee Members/Trustees are satisfied that the agreement is in the interests of the charity before entering into it
 - 8.2.3 the total number of Committee Members/Trustees entitled to such remuneration is in the minority from time to time

9. RECORDS & ACCOUNTS

- 9.1 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 Commission of:
 - 9.1.1 Annual reports
 - 9.1.2 Annual returns
 - 9.1.3 Annual statements of account
- 9.2 The Committee must keep proper records of:
 - 9.2.1 All proceedings at General meetings
 - 9.2.2 All proceedings at Committee meetings
 - 9.2.3 All reports of sub-committees
- 9.3 Annual reports and statements of account relating to the Association must be made available for inspection by any member of the Association

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

10. NOTICES

- 10.1 Notices of any General Meeting of the Association may be sent by hand, or by post or by suitable electronic communication (email) means 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
- 10.2 The address at which a member is entitled to receive notices (if sent by post) is the last known address of the member
- 10.3 A technical defect in the giving of notice of which the Members/Committee Members/Trustees are unaware at the time does not invalidate decisions taken at a General meeting

11. AMENDMENTS

This Constitution may be amended at a General meeting of the Association by a two-thirds majority of the votes cast, but

- 11.1 The members must be given 21 clear days' notice of the proposed amendments
- 11.2 No amendment is valid if it would make a fundamental change to the Objects/Clause 1 or destroy the charitable status of the Association and no amendment may be made to Clause 8 without the prior written consent of the Charity Commission
- 11.3 A copy of any resolution amending this constitution must be sent to the Charity Commission within 21 days of it being passed

12. DISSOLUTION

- 12.1 The Association may be dissolved by a resolution presented at an EGM called for this purpose. The resolution must have the agreement of two thirds of those present and voting and must give instructions for the disposal of any assets remaining after satisfying any outstanding debts and liabilities of the Association
- 12.2 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 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
- 12.3 If it is not possible to dispose of assets as described in clause 12.2 then they can be given to some other charitable cause provided that the cause is within the Objects of the Association
- 12.4 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

13. INTERPRETATION

- 13.1 In this Constitution:

- **Address:** means a postal address or, for the purposes of electronic communication, a fax number, an email 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: 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 of the Committee in accordance with clause 5
- **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 /Membership:** refer to members of the Association as set out in clause 3
- **Months:** means calendar months
- The **Objects:** means the charitable objects of the Association set out in clause 1
- **Officers or Heads of Committee Members:** means offices held by Chairman, Vice Chairman, General Secretary and Treasurer and sub-Committee Heads
- **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

13.2 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.