



Constitution Stoke Damerel Primary School Association

1. ASSOCIATION DETAILS

Stoke Damerel Primary Association is a Parent Teacher Association.

1.2 The Association name in full is Stoke Damerel Primary School Association.

1.3 The School address in full is:-

Stoke Damerel Primary Academy
Collingwood Road
Plymouth
PL1 5PA

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:

- 21 To advance the education of the pupils of the school by providing and assisting in the provision of facilities for education at the school not normally provided by the local education authority and as an ancillary thereto and in furtherance of this object the Association may foster more extended relationships between the staff, parents and others associated with the school, by developing effective relationships between the staff, parents and others associated with the school, and engage in activities which support the school and advance the education of the pupils attending it.

3. POWERS

The committee members/trustees have the following powers, which may be exercised only in promoting the charity's purpose ('objectives'):

- 31 To provide advice
- 32 To publish or distribute information
- 33 To co-operate with other bodies
- 34 To raise funds (but not by means of **permanent trading**)
- 35 To acquire or hire property of any kind
- 36 To make grants or loans of money and to give guarantees
- 37 To set aside funds for special purposes or as reserves against future expenditure
- 38 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
- 3.11 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 objectives** 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:-

- 41 Parents, guardians or carers of any pupil currently attending the school plus teaching and non-teaching staff currently employed by the school, 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**.

42 **Membership** is terminated if:

421 the **member** dies

422 the **member** resigns by **written** notice to **the association**

423 **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 14 **clear days written** notice of the meeting to the members. The notice should
- 5.3 specify the date, time and location of the **general meeting** as well as give an overview of the agenda.
- 5.4 There is a quorum at a **general meeting** when the total number of members present (including **committee members/trustees**) exceeds three people. The only exception would be at a **general meeting** where **the association** is being dissolved: please see clause 13. **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**. All members are entitled to attend any **general meeting** of the association. Meetings can be held physically or virtually. A virtual meeting may be held by suitable electronic means agreed by the committee members in which each participant can see and hear all other participants. These meetings must comply with all other rules for the meeting, including chairing, taking of minutes and quorums.
- 5.5 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

587

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**.
- 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.
- 6.6 A **committee member/trustee** (whether elected or co-opted) automatically ceases to be a **committee member/trustee** if he or she:
 - 6.6.1 is disqualified under section 178 of the Charities Act 2011 or any substantial re-enactment from acting as a **charity trustee**
 - 6.6.2 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**
 - 6.6.3 is absent from three consecutive meetings of **the committee** without prior notification to the Secretary

Commented [BPI]: Would nominees need to be physically present at the meeting?

- 65 ceases to be a **member of the association**
- 66 resigns by **written** notice to **the committee** but only if at least two **committee members/trustees** remain in office
- 67 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.

6.7 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**.

6.8 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.

6.9 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

71 **The committee** must hold at least three meetings every academic **year**.

72 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 prevent a single individual having the power to make decisions on behalf **of the association**.

73 **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.

74 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.

75 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**:-

81 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

Commented [BP2]: How many committee members do you have at present?

be promptly reported to the main committee

82 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

91 The property and funds of **the association** must only be used to fulfil **the objectives** (see
clause 2).

92 **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:

921 the maximum amount is set out **in writing** and is reasonable for the services provided

922 **the committee members/trustees** are satisfied that the agreement is in the interests of
the charity before entering into it

923 the total number of **committee members/trustees** entitled to such remuneration is in
the minority from time to time.

93 Whenever a **committee member/trustee** has a personal interest in a matter to be
discussed at a meeting, **the committee member/trustee** must:

931 declare an interest before discussion begins on the matter

932 withdraw from that part of the meeting unless expressly invited to remain in order to
provide information

933 withdraw during the vote and have no vote on the matter.

10. RECORDS & ACCOUNTS

101 **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:

101.1 annual reports

101.2 annual returns

101.3 annual statements of account.

102 **The committee** must keep proper records of:

1021 all proceedings at **general meetings**

1022 all proceedings at committee meetings

10.23 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

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**.

Commented [BP3]: Would it be wise to cover yourselves by making random checks, for example by one or more members of the committee being copied into emails to members to confirm that these have been received?

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 any manner which is exclusively charitable by law. 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.

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

Commented [BP4]: For the sake of a page I would leave the glossary here. If anyone is taking the time to read the constitution I think it's kinder to make the glossary easily available.

- **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
- 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.