



Friends of Mellor Primary School Constitution

1. Type Of Association: Parent Teacher Association

Association name in full: Friends of Mellor Primary School

School name in full: Mellor Primary School

School address: Knowle Road
Mellor
Stockport
Cheshire
SK6 5PL

The Committee:

The minimum number of **committee members**: 2. (Named Chair and Treasurer)

There is no restriction on the maximum number of committee members.

2. Objects:

The object of the **Association** (the *Objects*) is to advance the education of pupils in the school in particular by:

Developing effective relationships between the staff, parents and others associated with the school;

Engaging in activities or providing facilities or equipment which support the school and advance the education of the pupils.

3. Powers:

The **committee members** have the following powers, which may be exercised only in promoting the *Objects*:

To publish or distribute information

To co-operate with other bodies

To raise funds (but not by means of **permanent trading**)

To acquire or hire property of any kind

To set aside funds for special purposes or as reserves against future expenditure

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)

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

To pay the costs relating to the **Association** such as subscriptions

To obtain and pay for goods and services as are necessary for carrying out the work of the charity

To open and operate bank and other accounts as the **committee members/trustees** consider necessary

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:

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

Membership is terminated if:

the Member dies

the Member resigns by written notice to the Association

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)

All Members are entitled to attend any General meeting of the Association

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

There is a quorum at a General meeting when the number of Members present is at least 4 at the start of the meeting. The only exception would be at a General meeting where the Association is being dissolved.

The Chair or (if the Chair is unable or unwilling to do so) some other committee member elected by those present is in charge of a General meeting

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

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

At an AGM the members:

receive the accounts of the Association for the previous financial year

receive the report of the committee members on the Association's activities since the previous AGM

elect the committee members

appoint an independent auditor for the Association

may confer on any individual (with his or her consent) the honorary title of Patron, President or Vice-President of the Association

discuss and determine any issues of policy or deal with any other business put before them

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 from at least ten members.

6. The Committee

The management of the Association shall be vested in a Committee appointed at the Annual General meeting (AGM) and referred to hereafter as the Executive Committee. The executive committee shall consist of the Head teacher (president), Deputy Head teacher (Vice President), a member of the teaching staff and 4 committee members.

The Executive Committee shall have the power to fill any casual vacancy amongst its members which occurs during the course of the year and any member elected to fill such a vacancy shall hold the office for the unexpired period of the predecessor's office. Such a member will be eligible for re-election at the following AGM provided the unexpired period is less than a year.

The Executive Committee shall have the power to co-opt members and to appoint additional sub-committees for any function the Committee shall so decide. Such sub-committees shall be accountable to the Executive Committee.

The chair of each established sub-committee shall have the power to co-opt members to enable the effective fulfilment of the sub-committee functions.

Action of any kind by members of the Association using the Association's name must be approved by the Executive Committee and the President.

All members of the Committee are trustees of the charity and have joint control of the Association together with the Headteacher, of its property and funds.

All committee members, except those who are co-opted (for example for their expertise in a particular area), must be members of the Association

Committee members shall have the power to co-opt committee members at any time, and co-opted committee members/trustees shall serve until the date of the next AGM

The number of co-opted committee members must not be more than 50% of the total number of committee members

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. 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.

A committee member (whether elected or co-opted) automatically ceases to be a committee member if he or she:

is disqualified under section 72 of the Charities Act 1993 as amended by the Charities Act 2006 from acting as a charity trustee

is incapable, whether mentally or physically, of managing his or her own affairs

is absent from three consecutive meetings of the Committee without prior notification to the Secretary

ceases to be a member of the Association

resigns by written notice to the Committee but only if at least two committee members remain in office

is removed by a resolution passed by a majority of other committee members. Removal is not effective until the committee 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

All committee members shall be entitled to reimbursement of reasonable out-of-pocket expenses actually incurred in the administration of the Association.

A retiring committee member is entitled to an indemnity from the continuing committee members at the expense of the Association in respect of any liabilities properly incurred while he or she held office.

A technical defect in the appointment of a committee member of which the Committee are unaware at the time does not invalidate decisions taken at a meeting.

7. Committee Meetings

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

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**.

The **Chair** or, if the **Chair** is unable or unwilling to do so, some other **committee member** chosen by the **members** present is in charge at each **Committee** meeting.

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.

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 The Committee

The following powers are available to the **Committee** to help run the **Association**:

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**.

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

The property and funds of the **Association** must only be used to fulfil the *Objects* (see clause 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**.)

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

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

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

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

declare an interest before discussion begins on the matter

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

not be counted in the quorum for that part of the meeting

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

10. Records & Accounts

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:

annual reports

annual returns

annual statements of account

The **Committee** must keep proper records of:

all proceedings at **General meetings** (i.e. minutes)

all proceedings at **Committee** meetings

all reports of sub-committees

Annual reports and statements of account relating to the **Association** must be made available for inspection by any member of the **Association**.

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

11. Notices

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

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

A technical defect in the giving of notice which the **Members** or committee members 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:

The **Members** must be given 21 **clear days'** notice of the proposed amendments.

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.

A copy of any resolution amending this constitution must be sent to the Charity Commission within 21 days of it being passed.

13. Dissolution

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**

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**.

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**.

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.

Adopted At A Meeting Held

AT (Place)

.....

ON (Date)

..... NAME

..... OCCUPATION

..... SIGNATURE

.....

(Name and signature of Chair of meeting)

WITNESS NAME

.....

ADDRESS

..... OCCUPATION

..... SIGNATURE

.....

(Name, **address**, occupation and signature of witness)

14. Interpretation

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: 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 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

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.
