

# Constitution for Friends of Monkton Park School

Constitution adopted on .....

## Part 1

### 1. Adoption of the constitution

The association and its property will be administered and managed in accordance with the provisions in Parts 1 and 2 of this constitution.

### 2. Name

The parent teacher association's name shall be Friends of Monkton Park School and in this document it is called the charity.

### 3. Objects

The charity's objects are to advance the education of the pupils in the associated school: Monkton Park Primary School, Sadlers Mead, Chippenham, Wiltshire, SN15 3PN. In order to achieve this object the charity may:

- a) Develop more extended relationships between the staff, parents and others associated with the school.
- b) Engage in the activities which support the school and advance the education of the pupils attending it.
- c) Provide and assist in the provision of such facilities or items for education at the school (not provided from the statutory funds) as the trustees in consultation with the governing body shall from time to time determine. The officers will consult with the teachers and school council as to items that the school needs and with the help of the head teacher, prioritise the targets for purchasing, so that the best use of funds is made to support the education and opportunities for the children.

### 4. Application of income

(1.) The income and property of the charity shall be applied solely towards the promotion of the objects.

- a) A member is entitled to be reimbursed from the property of the charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the charity.
- b) A member may benefit from trustee indemnity insurance cover purchased at the charity's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.

(2) None of the income or property of the charity may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the charity. This does not prevent a member who is not also a trustee from receiving:

- a) a benefit from the charity in the capacity of a beneficiary of the charity;
- b) reasonable and proper remuneration for any goods or services supplied to the charity.

### 5. Benefits and payments

A charity trustee or connected person may receive a benefit from the charity as a beneficiary provided that it is available generally to all beneficiaries of the charity.

### 6. Dissolution

- (1) If the members, officers and trustees resolve to dissolve the charity the trustees will remain in office as charity trustees and be responsible for winding up the affairs of the charity in accordance with this clause.
- (2) The trustees must collect in all the assets of the charity and must pay or make provision for all the liabilities of the charity.
- (3) The trustees must apply any remaining property or money:
  - a) directly for the objects;
  - b) by transfer to any charity or charities for purposes the same as or similar to the charity;
  - c) in such other manner as the Charity Commission for England and Wales ('the Commission') may approve in writing in advance.
- (4) The members, officers and trustees may pass a resolution before or at the same time as the resolution to dissolve the charity specifying the manner in which the trustees are to apply the remaining property or assets of the charity and the trustees must comply with the resolution if it is consistent with paragraphs (a) - (c) inclusive in sub-clause (3) above.
- (5) In no circumstances shall the net assets of the charity be paid to or distributed among the members of the charity (except to a member that is itself a charity).
- (6) The trustees must notify the Commission promptly that the charity has been dissolved. If the trustees are obliged to send the charity's accounts to the Commission for the accounting period which ended before its dissolution, they must send the Commission the charity's final accounts

## **7. Amendment of constitution**

- (1) The charity may amend any provision contained in Part 1 of this constitution provided that:
  - a) no amendment may be made that would have the effect of making the charity cease to be a charity at law;
  - b) no amendment may be made to alter the objects if the change would undermine or work against the previous objects of the charity;
  - c) no amendment may be made to clause 3 (Objects), 4 (Application of income and property), clause 5 (Benefits and payments to charity trustees and connected persons), clause 6 (Dissolution) or this clause without the prior consent in writing of the Commission;
  - d) any resolution to amend a provision of Part 1 of this constitution is passed by not less than two thirds of the members present and voting at a general meeting.
- (2) Any provision contained in Part 2 of this constitution may be amended, provided that any such amendment is made by resolution passed by a simple majority of the members, officers and trustees present and voting at a general meeting.
- (3) A copy of any resolution amending this constitution shall be sent to the Commission within twenty one days of it being passed.

## **Part 2**

### **8. Membership**

- (1) Membership of the charity is open to anyone who is interested in furthering its purposes, including all parents and/or guardians of pupils at the school, members of the local community and all staff of the school. There is no selection criteria for membership; applications to become a member may be made at any time by request via [FOMPSPTA@gmail.com](mailto:FOMPSPTA@gmail.com). Members may request their inclusion on, or removal from the distribution list.

It is the duty of each member of the charity:

- a) to exercise his or her powers as a member of the charity in good faith to further the objects of the charity;
- b) to work inclusively and collectively with other charity members and with support of the trustees to further the objects of the charity;
- c) to vote within the best interests of the charity to appoint officers and trustees of the charity at an Annual or Special General Meeting (A/SGM);
- d) to entrust the day to day management of the charity and its business to the officers;
- e) to report all acts and proceedings of any sub-committees fully and promptly to the trustees.

(2) Elections will be held at the AGM in the Autumn Term. Members will be asked to nominate people to serve as officers and trustees. If more people are nominated than places are available, a vote will take place.

(3) The trustees will keep a register of names and contact details of members and make these available to members on request.

## **9. Termination of membership**

Membership is terminated once the member, as defined in 8(1), no longer has a connection with the local community or the school, or whereby the trustees remove membership from that individual.

## **10. General meetings**

(1) The charity must hold a general meeting annually and within twelve months of adoption of this constitution. At an AGM the members will:

- a) receive the accounts of the association for the previous financial year
- b) receive the report of the officers/trustees on the charity's activities since the previous AGM
- c) elect the officers and trustees
- d) appoint an independent examiner or auditor if needed
- e) discuss and determine any issues of policy or deal with any other business put before them.

(2) All general meetings other than Annual General Meetings (AGM) shall be called Special General Meetings (SGM).

(3) Charity trustees must call an SGM at the written request of a minimum of 8 members. The request must state the nature of the business that is to be discussed. If the trustees fail to hold the meeting within twenty-eight days of the request, the members may proceed to call a special general meeting but in doing so they must comply with the provisions of this constitution.

## **11. Notice of meetings**

(1) Charity trustees may call general, members' and trustees' meetings. Trustees' meetings shall be held at least twice a year. Members' meetings shall be held approximately twice each term to plan events. The AGM will be held during the Autumn term.

(2) The minimum period of notice required to hold any general meeting of the charity is fourteen clear days from the date on which the notice is deemed to have been given.

(3) The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so.

(4) The notice must be given to all the members and to the trustees.

## **12. Quorum**

(1) No decision shall be taken at a meeting unless a quorum is present at the time when the decision is taken.

(2) A quorum at a general meeting is when the total number of members present (including trustees) is at least twice the number of officers in post at the start of the meeting. The only exception would be where the charity is being dissolved as under clause 6.

(3) A quorum at members' and trustees' meetings is two trustees or one third of the number of trustees in post, whichever is greater.

(4) A member shall not be counted in the quorum present when any decision is made about a matter upon which he or she is not entitled to vote.

(5) The authorised member of an associated organisation shall be counted in the quorum.

(6) In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.

(7) If a quorum is not present, the meeting shall be adjourned to such a time and place as the charity trustees shall determine.

(8) If no quorum is present at the re-convened meeting within fifteen minutes of the time specified for the start of the meeting the members present at that time shall constitute the quorum for that meeting.

(9) The charity trustees may fill officer vacancies by co-option until the next AGM.

### **13. Chair**

At all meetings the Chair shall lead the meeting or in his/her absence, the Vice-Chair or a nominated trustee shall lead.

If no trustee is present, the members present must choose one of their number to chair the meeting.

### **14. Adjournments**

(1) The members present at a meeting may resolve that the meeting shall be adjourned.

(2) The person who is chairing the meeting must decide the date, time and place at which meeting is to be re-convened unless those details are specified in the resolution.

(3) No business shall be conducted at an adjourned meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.

(4) If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the re-convened meeting stating the date time and place of the meeting.

### **15. Votes**

Each member shall have one vote but if there is an equality of votes the person who is chairing the meeting shall have a casting vote in addition to any other vote he or she may have.

### **16. Representatives of other bodies**

(1) Any organisation that is a member of the charity may nominate any person to act as its representative at any meeting of the charity.

(2) The organisation must give written notice to the charity of the name of its representative. The nominee shall not be entitled to represent the organisation at any meeting unless the notice has been received by the charity. The nominee may continue to represent the organisation until written notice to the contrary is received by the charity.

(3) Unless another representative is nominated as in 16 (1), the head teacher of Monkton Park School will be the nominated representative of the associated organisation.

(4) Any notice given to the charity will be conclusive evidence that the nominee is entitled to represent the organisation or that his or her authority has been revoked. The charity shall not be required to consider whether the nominee has been properly appointed by the organisation

## **17. Officers and trustees**

(1) The charity and its property shall be managed and administered by a committee comprising the officers and other members elected in accordance with this constitution. The officers and other members of the committee shall be the trustees of the Charity and in this constitution are together called 'the trustees'.

(2) The charity shall have the following officers:

- a) A chair,
- b) A secretary,
- c) A treasurer.

(3) Unless co-opted, a trustee must be a member of the charity or the nominated representative of an organisation that is a member of the charity.

(4) No-one may be appointed a trustee if he or she would be disqualified from acting under the provisions of clause 20

(5) The number of trustees shall be not less than three and shall not exceed five.

(6) The first trustees shall be those persons elected as trustees at the general meeting at which this constitution is adopted.

(7) A trustee may not appoint anyone to act on his or her behalf at meetings of the trustees.

(8) Charity officers do not have any extra powers or legal duties than the trustees, but may carry out specific roles or have specific responsibilities delegated to them.

(9) Trustees will agree a general course of action at a trustees' meeting by majority vote; the officers will seek to implement agreed actions accordingly.

## **18. Appointment of trustees**

(1) The trustees and officers shall be elected by the members at an SGM or AGM except when the number falls below the minimum requirement.

(2) Nominations for election may be made by any member of the association and seconded by another. Such nominations must have the consent of the nominee.

(2) No individual may be appointed as a trustee

- a) if he or she is under the age of 16 years; or
- b) if he or she would automatically cease to hold office under the provisions of clause 20.

(3) In selecting individuals for appointment as trustees, voters must have regard to the skills, knowledge and experience needed for the effective administration of the charity. Including the elected officers, the trustees should be comprised of:

- a) a member with connections to FS/KS1;
- b) a member with connections to KS2;
- c) an employee of the school;
- d) no greater than one member of any one family;

(4) Each of the trustees shall serve until the AGM next after his or her appointment but shall be eligible for re-election at that AGM until such a time as clause 20e comes into effect.

(5) The appointment of a trustee, whether by the charity in general meeting or by the other trustees, must not cause the number of trustees to exceed any number fixed in accordance with this constitution as the maximum number of trustees.

(6) The trustees may fill casual vacancies by co-option until the next AGM in the Autumn Term of the following year.

## **19. Powers**

(1) The trustees must manage the business and governance of the charity and have the following powers in order to further its objects.

- a) to raise funds. In doing so, the trustees must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations;
- b) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- c) to sell, lease or otherwise dispose of all or any part of the property belonging to the charity. In exercising this power, the trustees must comply as appropriate with sections 117 - 122 of the Charities Act 2011;
- d) to borrow money and to charge the whole or any part of the property belonging to the charity as security for repayment of the money borrowed. The trustees must comply as appropriate with sections 124 - 126 of the Charities Act 2011, if they intend to mortgage land;
- e) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
- f) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the objects;
- g) to acquire, merge with or enter into any partnership or joint venture arrangement with any other charity formed for any of the objects;
- h) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- i) to obtain and pay for such goods and services as are necessary for carrying out the work of the charity;
- j) to open and operate such bank and other accounts as the trustees consider necessary and to invest funds and to delegate the management of funds in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;
- k) to do all such other lawful things as are necessary for the achievement of the objects

(2) No alteration of this constitution or any special resolution shall have retrospective effect to invalidate any prior act of the trustees.

(3) Any meeting of trustees at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the trustees.

## **20. Retirement and removal of trustees**

(1) A charity trustee ceases to hold office if he or she:

- a) retires by notifying the charity in writing (but only if enough charity trustees will remain in office when the notice of resignation takes effect to form a quorum for meetings);
- b) is absent without the permission of the trustees from all their meetings held within a period of six months and the trustees resolve that his or her office be vacated;

- c) is no longer an eligible member of the charity by virtue of failing to fulfil requirements set out in clause 8(1);
- d) is removed by majority vote of trustees, through failing to act responsibly to further the objects of the charity;
- e) has held the position of officer or trustee for seven consecutive years
- f) dies;
- g) has become physically or mentally incapable of acting as a director and has remained so for more than three months;

## **21. Proceedings of trustees**

- (1) The trustees may regulate their proceedings as they think fit, subject to the provisions of this constitution.
- (2) Any trustee may call a meeting of the trustees
- (3) Questions arising at a meeting must be decided by a majority of votes
- (4) In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote
- (5) No decision may be made by a meeting of the trustees unless a quorum is achieved:
  - a) where a quorum is two trustees, or
  - b) the number nearest to one-third of the total number of trustees, whichever is the greater.
- (6) A trustee shall not be counted in the quorum present when any decision is made about a matter upon which that trustee is not entitled to vote.
- (7) If the number of trustees is less than the number fixed as the quorum, the continuing trustees or trustee may act only for the purpose of filling vacancies or of calling a general meeting.
- (8) If the Chair is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the trustees present may appoint one of their number to chair that meeting.
- (9) The person appointed to chair meetings of the trustees shall have no functions or powers except those conferred by this constitution or delegated to him or her in writing by the trustees.
- (10) A resolution in writing signed by all the trustees entitled to receive notice of a meeting of trustees or of a committee of trustees and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the trustees or (as the case may be) a committee of trustees duly convened and held.
- (11) The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more trustees

## **22. Conflicts of interest**

A charity trustee must:

- a) declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the charity or in any transaction or arrangement entered into by the charity which has not previously been declared; and
- b) absent himself or herself from any discussions of the trustees in which it is possible that a conflict of interest will arise between his or her duty to act solely in the interests of the charity and any personal interest (including but not limited to any financial interest).

Any trustee absenting himself or herself from any discussions in accordance with this clause must not vote or be counted as part of the quorum in any decision of the trustees on the matter.

## **23. Saving provisions**

(1) Subject to sub-clause (2) of this clause, all decisions of the trustees, or of a committee of the trustees, shall be valid notwithstanding the participation in any vote of a trustee:

- a) who is disqualified from holding office;
- b) who had previously retired or who had been obliged by this constitution to vacate office;
- c) who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;

if, without the vote of that trustee and that trustee being counted in the quorum, the decision has been made by a majority of the trustees at a quorate meeting.

(2) Sub-clause (1) of this clause does not permit a trustee to keep any benefit that may be conferred upon him or her by a resolution of the trustees if, but for sub-clause (1), the resolution would have been void, or if the trustee has not complied with clause 22 (Conflicts of interests and conflicts of loyalties).

## **24. Delegation of duties**

(1) Trustees may appoint sub-committees of at least two charity members, as deemed necessary to plan and coordinate events and shall prescribe their function.

(2) Trustees may delegate financial authority to such sub-committees, as decided on appointment for planning and preparation of an event. No sub-committee shall expend funds of the charity otherwise than in accordance with a budget agreed by the trustees. If a greater value spend or purchase is desired, a request should be submitted to the board of trustees in advance.

(3) The trustees may revoke or alter a delegation.

(4) The relevant powers are to be exercised exclusively by the sub-committee to whom they are delegated.

(5) All acts and proceedings of officers and any sub-committees must be fully and promptly reported to the trustees.

## **25. Irregularities in proceedings**

(1) Subject to sub-clause (2) of this clause, all acts done by a meeting of trustees, or of a committee of trustees, shall be valid notwithstanding the participation in any vote of a trustee:

- a) who was disqualified from holding office;
- b) who had previously retired or who had been obliged by the constitution to vacate office;
- c) who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;

if, without:

- a) the vote of that trustee; and
- b) that trustee being counted in the quorum, the decision has been made by a majority of the trustees at a quorate meeting.

(2) Sub-clause (1) of this clause does not permit a trustee to keep any benefit that may be conferred upon him or her by a resolution of the trustees or of a committee of trustees if the resolution would otherwise have been void.

(3) No resolution or act of

- a) the trustees
- b) any committee of the trustees

- c) the charity in general meeting shall be invalidated by reason of the failure to give notice to any trustee or member or by reason of any procedural defect in the meeting unless it is shown that the failure or defect has materially prejudiced a member or the beneficiaries of the charity.

## **26. Minutes**

The trustees must keep minutes of all:

- (1) appointments of officers and trustees made by the trustees;
- (2) proceedings at general meetings of the charity;
- (3) meetings of the trustees and committees of trustees including:
  - a) the names of the trustees present at the meeting;
  - b) the decisions and delegations made at the meetings; and
  - c) where appropriate the reasons for the decisions.

## **27. Accounts, Annual Report, Annual Return**

- (1) The trustees must comply with their obligations under the Charities Act 2011 with regard to:
  - a) the keeping of accounting records for the charity;
  - b) the preparation of annual statements of account for the charity;
  - c) the transmission of the statements of account to the Commission;
- (2) Accounts must be prepared in accordance with the provisions of any Statement of Recommended Practice issued by the Commission, unless the trustees are required to prepare accounts in accordance with the provisions of such a Statement prepared by another body.

## **28. Registered particulars**

The trustees must notify the Commission promptly of any changes to the charity's entry on the Central Register of Charities.

## **29. Property**

- (1) The trustees must ensure the title to:
  - a) all land held by or in trust for the charity that is not vested in the Official Custodian of Charities; and
  - b) all investments held by or on behalf of the charity, is vested either in a corporation entitled to act as custodian trustee or in not less than three individuals appointed by them as holding trustees.
- (2) The terms of the appointment of any holding trustees must provide that they may act only in accordance with lawful directions of the trustees and that if they do so they will not be liable for the acts and defaults of the trustees or of the members of the charity.
- (3) The trustees may remove the holding trustees at any time

## **30. Repair and insurance**

The trustees must keep in repair and insure to their full value against fire and other usual risks all the buildings of the charity (except those buildings that are required to be kept in repair and insured by a tenant). They must also insure suitably in respect of public liability and employer's liability, covering meetings, activities, events and officers of the charity.

## **31. Notices**

- (1) Any notice required by this constitution to be given to or by any person must be:

- a) in writing via the School office; or
  - b) given using electronic communications via email to [FOMPSPTA@gmail.com](mailto:FOMPSPTA@gmail.com)
- (2) The charity may give any notice to a member either:
- a) personally; or
  - b) by sending it by post in a prepaid envelope addressed to the member at his or her address; or
  - c) by leaving it at the address of the member; or
  - d) by giving it using electronic communications via email
- (3) A member who does not register an address with the charity or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the charity.
- (4) A member present in person at any meeting of the charity shall be deemed to have received notice of the meeting and of the purposes for which it was called.
- (5) Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given.

## **32. Rules**

- (1) The trustees may from time to time make rules or bye-laws for the conduct of their business.
- (2) The bye-laws may regulate the following matters but are not restricted to them:
- a) the admission of members of the charity (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;
  - b) the conduct of members of the charity in relation to one another, and to the charity's employees and volunteers;
  - c) the setting aside of the whole or any part or parts of the charity's premises at any particular time or times or for any particular purpose or purposes;
  - d) the procedure at general meeting and meetings of the trustees in so far as such procedure is not regulated by this constitution;
  - e) the keeping and authenticating of records. (If regulations made under this clause permit records of the charity to be kept in electronic form and requires a trustee to sign the record, the regulations must specify a method of recording the signature that enables it to be properly authenticated.)
  - f) generally, all such matters as are commonly the subject matter of the rules of an unincorporated association.
- (3) The charity in general meeting has the power to alter, add to or repeal the rules or bye-laws.
- (4) The trustees must adopt such means as they think sufficient to bring the rules and bye-laws to the notice of members of the charity.
- (5) The rules or bye-laws shall be binding on all members of the charity. No rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in, this constitution.

## **33. Disputes**

If a dispute arises between members of the charity about the validity or propriety of anything done by the members under this constitution, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation or otherwise by application of due process.

Due process for resolution of any such dispute includes:

- a) a final decision being made by the trustees based on evidence provided
- b) any relevant sub-committee decisions being brought back under the full control of the trustees
- c) any member found to be acting against their duty as a member, as outlined in clause 8, will have their membership terminated.

### **34. Interpretation**

In this constitution 'connected person' means:

- (1) a child, parent, grandchild, grandparent, brother or sister of the trustee;
- (2) the spouse or civil partner of the trustee or of any person falling within sub-clause (1) above;
- (3) a person carrying on business in partnership with the trustee or with any person falling within sub-clause (1) or (2) above;
- (4) an institution which is controlled -
  - a) by the trustee or any connected person falling within sub-clause (1), (2), or (3) above; or
  - b) by two or more persons falling within sub-clause (4)(a), when taken together
- (5) a body corporate in which -
  - a) the charity trustee or any connected person falling within sub-clauses (1) to (3) has a substantial interest; or
  - b) two or more persons falling within sub-clause (5)(a) who, when taken together, have a substantial interest.
- (6) Sections 350 - 352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this clause.

### **35. Version control**

Version	Date	Owner	Notes
1.0	October 2019	Lorna Friis (Chair)	Created in consultation with sub-committee of members and passed by majority vote at SGM

# Signatures

## Trustees

1. Chair.....

2. Treasurer.....

3. Secretary.....

4. ....

5. ....

Date:.....

DRAFT