

St Edmund's Constitution for PSA

DEFINITIONS

'AGM' means Annual General Meeting of the members of the association.

'association' shall mean the Parent Staff Association (PSA), the charity governed by this constitution.

'chair' shall mean the person in charge of the association elected by majority vote at the AGM.

'committee meeting' is as defined in paragraphs 7.

'committee members' are the trustees of the PSA and shall mean the Chair, Vice Chair, Treasurer and Secretary and Headteacher or any other voted in member whom have legal control of the money or property that is kept or invested for the association. The trustees will manage the money and property of the trust in a responsible and productive manner and will act solely for the benefit of the association.

'constitution' shall mean this document.

'EGM' shall mean Extraordinary General Meeting of the members of the association and which is not an AGM.

'governing body' shall mean the elected board appointed by the parents of the school to draw up the rules that govern the actions and conduct of the school, ensure the school meet their legal obligations and who ensure that these rules and obligations are followed.

'headteacher' shall mean the person appointed by the governing body to manage the school.

'member' shall mean as provided for in paragraph 4.1 below.

'secretary' shall mean the person appointed to ensure the committee meetings, general meetings and AGMs are effectively organised and minuted, maintaining effective records and administration and upholding the legal requirements of governing documents, charity law, company law etc (where relevant) and elected by majority vote at the AGM.

'sub-committee' shall mean a committee composed of members as elected by the committee members to carry out specific duties as determined by the committee members.

'The representatives' shall mean the school year group representatives attending the PSA meetings, it being noted that all parents of the school are automatically members of the PSA.

'Trustees' are the persons named on the registered Charity

'The school' shall mean St Edmund's Catholic Primary School, Godalming

'treasurer' shall mean the person appointed to administer and manage the financial assets and liabilities of the association and prepare and present the accounts at the AGM and being elected by majority vote at the AGM.

'vice chair' shall mean the person designated as immediately subordinate to the Chair who acts for and assists the Chair and serving as Chair in the latter's absence from being able to carry out their duties and elected by majority vote at the AGM.

1. ASSOCIATION DETAILS

The purpose of this constitution is to set out the purpose, obligations and powers of the association.

The association details are:

- 1.1 Type of association: Parent Staff Association (PSA)
- 1.2 School name in full: ST EDMUNDS CATHOLIC PRIMARY SCHOOL
- 1.3 School address: The Drive, Godalming, Surrey, GU7 1PF
- 1.4 The committee: The minimum number of committee members: 3

2. CHARITABLE PURPOSE ('OBJECTS')

The object of the association (the objects) is to advance the education of pupils in the school in particular by

- 2.1 Developing effective, collaborative and positive relationships between the members, staff, parents and others associated with the school
- 2.2 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 charities purpose ('objects'):

- 3.1 To provide advice
- 3.2 To publish or distribute information
- 3.3 To co-operate with other bodies
- 3.4 To raise funds (but not by means of permanent trading)

- 3.5 To acquire or hire property of any kind
- 3.6 To make grants or loans of money and to give guarantees
- 3.7 To set aside funds for special purposes or as reserves against future expenditure
- 3.8 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)
- 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 consider necessary
- 3.16 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 Head Teacher.

4. MEMBERSHIP

Members of the association are:

- 4.1 In a Parents Staff Association (PSA), the parents, guardians or carers of any pupil currently attending the school plus teaching and non-teaching staff currently employed by the school, those described above 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.
- 4.2 All members are to comply with the Code of Conduct of the association as exhibited to the constitution at Annex 1
- 4.3 Membership is terminated if:
 - 4.3.1 The member dies
 - 4.3.2 The member no longer meets the criteria to be become a member as defined in 4.1 above

- 4.3.3 The member breaches the Code of Conduct and the committee members agree, by majority vote, that the breach is serious enough to terminate membership
 - 4.3.4 the committee members may for good reason, regardless of whether or not this is at the request of the governing body or the Head Teacher, 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 by the committee members in light of any representations made.
 - 4.4 A committee member may resign from being a committee member by written notice to the association however this will not terminate their general membership, as defined in 4.1 above.
- 5. GENERAL MEETINGS (ANNUAL AND EXTRAORDINARY)
 - 5.1 All members are entitled to attend any General meeting of the association, which will be minuted by the Secretary.
 - 5.2 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.
 - 5.3 There is a quorum at a General Meeting when the total number of members present is no less than 3 committee members and 3 year group representatives. The only exception would be at a General Meeting where the association is being dissolved: please see clause 13.
 - 5.4 The Chair or (if the Chair is unable or unwilling to do so) the Vice Chair (or if they are unable or unwilling to do so) some other committee member/trustee elected by those present is in charge of a General Meeting.
 - 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 Annual General Meeting ('AGM') must be held in each subsequent year and not more than 15 months may elapse between successive Annual General Meetings.
 - 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 on the association's activities since the previous AGM
 - 5.8.3 Elect the committee members
 - 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 Chair, Treasurer, Secretary or Vice-Chair of the association
 - 5.8.6 Discuss and determine any issues of policy or deal with any other business put before them
- 5.9 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 The Chair, Vice Chair, Secretary, Treasurer and Head Teacher are the trustees of the charity and have control of the association, its property and funds and are known as the committee members.
- 6.2 Committee members shall be elected at the AGM by majority vote and shall hold office until the next AGM. The Secretary will maintain a list of all committee members. The Chair may serve for two consecutive school years as Chair but must then step down from the position. The only exception to this would be if no other member were willing to stand to be elected as Chair or a member choosing to stand for Chair was deemed unsuitable by the committee members to be Chair. After the expiration of two years from when they were last Chair that individual may stand again to be elected Chair.
- 6.3 All committee members, must be members of the association.
- 6.4 Committee members shall serve until the date of the next AGM save in the event they terminate their appointment as provided for in 4.3 above.
- 6.5 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 or representative automatically ceases to be a committee member or representative 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.
 - 6.6.4 Ceases to be a member of the association.
 - 6.6.5 Resigns by written notice to the committee but only if at least two trustees remain in office.
 - 6.6.6 Is removed by a resolution passed by a majority of other committee members and representatives. 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.
- 6.8 All committee members and representatives 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 or representative is entitled to an indemnity from the continuing 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 or representative 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 which will be minuted by the Secretary.
- 7.2 A quorum is as defined in section 5.3.
- 7.3 The Chair or, if the Chair is unable or unwilling to do so, some other committee member or representative chosen by the persons 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 the 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 and representative has one vote on each issue.

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 or representative. All sub-committee proceedings must be promptly reported to the main committee members.
- 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 The committee members 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) or authorise in writing the committee or sub committee to enter into such contracts provided that:
 - 9.2.1 The maximum amount is set out in writing and is reasonable for the services provided
 - 9.2.2 The 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 entitled to such remuneration is in the minority from time to time.
- 9.3 Whenever a committee member or representative has a personal interest in a matter to be discussed at a meeting, the committee member or representatives 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 members 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

- 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 or the school to its members, by the PSAs website or facebook page. 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 or representatives 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 must notify the Charity Commission promptly that the association has been dissolved. The committee members 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)