The PTA-UK Model constitution is for use by Parent Teacher Associations (PTAs) and other home-school groups that are members of PTA-UK in England and Wales. A Model Constitution for PTA-UK members in Northern Ireland is available at pta.org.uk or from the PTA-UK Advice Line 0845 850 5460.

The PTA-UK Model Constitution must be adopted by the Association before it can be used.

See the PTA-UK Information sheet - *PTA-UK Model Constitution* available at pta.org.uk for further guidance.

The declaration on the last page of this document must be signed by the Chair of the meeting at which it is adopted and witnessed by a member of the Association who is present at the meeting.

**Charity Registration**

To register as a charity, send the completed PTA-UK Model Constitution to the
*Charity Commission for England and Wales:*

Charity Commission Direct, PO Box 1227, Liverpool, L69 3UG - 0845 300 0218 charitycommission.gov.uk

This should be accompanied by a completed application form (CC5a) and trustee declaration (CC5c). Both forms are available at pta.org.uk and are included in the PTA-UK charity registration pack. Keep a copy of the signed and witnessed Constitution for your PTA records.

For further information, see the PTA-UK Information sheet *Charity Registration – England and Wales.*

**Online Charity Registration**

It is now possible to apply for charity registration online. This is particularly useful if registration is needed quickly as online applications can take as little as ten working days.

**Notes**

Please read these notes before completing the Model Constitution

• Guidance notes are available throughout this document to help explain certain points

• A glossary of terms is contained under clause 14. All terms referenced in the glossary are highlighted
in bold

• Please complete sections 1.1 to 1.3 on page 2 using BLOCK CAPITALS

• For paper based applications (i.e. not online applications) fast track charity registration, taking
approximately six weeks is available to all members using the PTA-UK Model Constitution without
change (apart from completing clauses 1.1 to 1.3). This can be reduced to ten working days if the
application is made online

• Any Association wishing to vary the PTA-UK Model Constitution will need to agree changes directly
with the Charity Commission and will not be eligible for the fast track scheme. Independent legal
advice may be required to amend this Constitution

• The PTA-UK Model Constitution is the copyright of PTA-UK and may be used by PTA-UK Member
Associations only

• The charity created by this Constitution is an unincorporated Association and as such the Committee, who are trustees of the charity, are personally liable for the acts and defaults of the charity. Whilst it might be unusual, if a PTA is taking on loans, building works or other liabilities, employing staff or giving advice to the public, PTA-UK recommends establishing the charity as a company limited by guarantee in order to obtain the protection of limited liability for the Committee. Or, alternatively, a Charitable Incorporated Organisation, when these become available. Please see the model memorandum and articles of Association for charity companies (GD1) available from charitycommission.gov.uk

**1. Variables List**

**1.1 Type of association**

The type of Association depends on its membership. Please see the guidance under clause 4 for further information.

**1.2 Name**

We suggest X School PTA or The PTA of X School If the suggested name of your Association is too similar to another charity already listed on the Charity Commission Register of Charities and might cause confusion, the Charity Commission may ask for it to be changed. Check the Register of Charities before choosing a name, available at charitycommission.gov.uk

**1.3 School**

Please complete the full name and address of the school.

**1.4 The Committee**

It is normal for the size of the Committee to vary. It is usual to have a named Chair, Treasurer and Secretary and then a number of other committee members. The minimum number with which it is possible to continue operating is two; usually a Chair and a Treasurer (see clause 6.5.5). There is no restriction on the maximum number of committee members/trustees. However, be careful that this does not become too large. An AGM is only quorate if the number of members present is at least two times the number of committee members/trustees in office at the start of the meeting (clause 5.3). Once the Committee has been elected you can then calculate the maximum number of co-opted members; up to 50% of the total number of elected committee members/trustees (clause 6.3.2). For example, a Committee with eight committee members/trustees would be able to co-opt four further committee members/trustees (6.3.2).

**2. Objects**

The *Objects* (i.e. the main purposes) of the Association must be exclusively charitable under English law or it will not be a charity and registration will be refused by the Charity Commission. The *Objects* included in this Model Constitution have been verified as exclusively charitable. However, your Association should make sure that they reflect the true purposes of the Association. You may need to take your own legal advice if you wish to alter the stated *Objects* and fast track registration will not be available.

**3. Powers**

The Powers are the legal means by which the *Objects* (Clause 2) can be achieved.

3.4 The Committee should understand any legal restrictions on the fundraising activities the charity wants to undertake. Substantial permanent trading for the purpose of raising funds is not allowed. HM Revenue and Customs (HMRC) can advise on the limits for small scale trading. Where an Association will be relying on trading to raise funds it is recommended that a separate, non-charitable trading company should be used for the purpose and specialist legal or accountancy advice sought.

3.7 This Clause enables the Committee to allocate funds for particular purposes, or as reserves.

It is suggested that an Association maintain reserves to cover planned expenditure and to meet the kind of expenditure which may be required at short notice. However, reserves should not be built up without an agreed Committee decision, or be excessive in relation to the amount known or reasonably estimated to be required. Monies raised by the Association must be spent on achieving the *Objects.*

3.9 The Association should ensure that it has adequate insurance in place for all of its activities. Full membership of PTA-UK automatically provides public liability and personal accident insurance to cover Association meetings, activities, and the committee members/trustees.

3.10 This clause covers employees, independent contractors and volunteers. Care should always be taken by a charity wishing to employ someone, even part-time but special care is required if it is proposed to employ a committee member/trustee. (See clause 9.2 and 9.3. Further guidance is also available from the Charity Commission.)

3.15 This ‘blanket provision’ is intended to cover any other power not specifically mentioned. The Association is still restricted to undertaking activities to achieve the *Objects.*

**4. Membership**

4.1 The membership will vary according to the type of Association as set out in this Clause.

4.2.3 It is unusual for a Member of a charity to be removed from membership, but if this happens it must only be done for good reason e.g. because the Member’s presence represents a danger to the school or its pupils. Under the rules of Natural Justice, the Member concerned must be given an opportunity to state his or her case before a final decision is taken and any decision to remove a Member must be justifiable. Like any other Committee decision this will be made by a simple majority of the votes cast at the meeting (see clause 7.4). It is recommended that any such decision be recorded in the minutes of the Committee meeting. If you remove a Member who is also a committee member/trustee, they are automatically removed from the Committee under clause 6.5.4. However, removal as a committee member/trustee does not automatically mean that the individual is also removed as a Member, so if you want to remove someone who is no longer a committee member/trustee from membership of the charity as well, you will have to use the provision in 4.2.

**5. General Meetings**

A General meeting is a formal gathering of the members. These can either be Annual or Extraordinary (AGM or EGM).

5.2 How notice of a General meeting should be given to members is dealt with in Clause 11, and ‘written’ is defined in clause 14.1. When giving notice each ‘day’ starts at midnight, and the day on which notice is given does not count.

5.3 A Quorum is the minimum number of members of an Association that must attend the meeting for it to be valid.

5.5 It should be noted that the required majority is not a majority of the members present at the meeting but of the votes cast.

5.6 The casting vote given to the person who is in charge of the meeting is intended to enable the
meeting to proceed with its business. It is usual for the casting vote to be made in favour of allowing further debate on the matter on a future occasion.

5.7/ An AGM is essential to the running of the

5.8 Association. They give a regular opportunity for members to review its activities.

5.8.4 PTA-UK requires all Associations to have their accounts independently examined. This is a stipulation of the PTA-UK subscription linked insurance for cover against fraud or dishonesty by a Treasurer or another committee member/trustee. For further information on auditing arrangements required by the Charity Commission, please refer to Clause 10.

5.8.5 A Patron, President or Vice-President has no constitutional responsibilities meaning they cannot vote at Committee meetings. However, they may be invited to address members or to represent the Association on formal occasions or when seeking public support.

5.9 If an urgent or important matter (such as the amendment of the Constitution) which must be
decided at a General meeting cannot conveniently be dealt with at an AGM, then an additional
meeting needs to take place. This meeting is called an Extraordinary General meeting.

**6. The Committee**

This clause sets out the composition of the charity’s Governing Body. At start up and prior to the first AGM, when formal elections can be held, a steering group can be formed by the people that are listed in clause 4.1. It is expected that an AGM and formal elections will be held as soon as possible after start up. If an AGM is held to adopt this constitution this would also provide an opportunity to hold elections. Those who start as committee members/trustees and any people who are subsequently appointed at an AGM must be members (under clause 4.1). Co-opted members, who are not appointed at the AGM, are not required to be members, but if they wish to be elected to the Committee at the next AGM, they must be a Member. Every committee member/trustee, however, appointed, is legally a charity trustee and owes a duty towards the charity (in this case, the Association) rather than to whoever has made the appointment. Under section 83 of the Charities Act 1993 as amended by the Charities Act 2006 a written memorandum should be executed whenever a committee member/trustee is elected or appointed. This can be done by recording the outcome in the minutes of the AGM at which the election of committee members/trustees takes place.

6.2.1 This provides for the committee members/ trustees to be elected each year at the AGM

6.3.1 It is usually helpful to allow the Committee to co-opt a number of its members, for example to fill a vacancy that arises during the year or enlist members with particular skills. The total number of co-opted committee members/trustees must not be more than 50% of the total number of all other committee members/trustees. So, if your Committee has eight committee members/ trustees, it is possible to have up to four co-opted committee members/trustees.

6.5 There are various reasons why a committee member/trustee would have to cease being a Member of the Committee:

6.5.1 The Charities Act 1993, as amended by the Charities Act 2006, details various reasons why a committee
member/trustee would be disqualified, including any conviction involving deception or dishonesty, unless legally spent; undischarged bankruptcy; removal from being a trustee for misconduct; disqualification from being a company director or being subject to orders under the Insolvency Act.

6.5.2 Embarrassing problems can arise when a committee member/trustee becomes too ill or infirm to be expected to take full responsibility for the task. The Committee may wish to make a rule under clause 8.2 to require a committee
member/trustee who appears incapable to undergo a medical examination. It is anticipated that such a request would in most cases lead to a voluntary resignation

6.5.5 Committee members/trustees should not be able to walk away from their responsibilities without leaving at least two remaining committee members/trustees. Any Association without at least two committee members/trustees in place will therefore be forced to dissolve (see Clause 13)

6.5.6 This is a wise precaution. Keep in mind though, that if someone is removed as a member under clause 4.2, they are automatically removed as a committee member/trustee under 6.5.4. If someone is unsuitable to be a committee
member/trustee but you are happy for them to remain as a member then remove them under this clause, and they can still continue to be a member. Co-opted committee members/trustees who are not members, can only be removed under this clause

6.6 All committee members/trustees are entitled to recover from the Association whatever funds they may have had to pay out as a consequence of running the Association, e.g. paying for goods or services ordered by them and supplied to the charity.

6.8 Occasionally a mistake occurs in appointment procedures. If a mistake of this kind is discovered it does not retrospectively invalidate previous decisions but should be put right before further decisions are taken.

**7. Committee Meetings**

This Clause deals with the meetings and proceedings of the Committee.

7.1 The Committee can decide the number of times it needs to meet to carry out its work but the minimum number is three during an academic year.

7.2 This clause provides a formula for calculating the quorum. This is the minimum number of committee members/trustees who must be present for the Committee meeting to be valid. For example, for a Committee with ten committee members/trustees, a quorum would be reached with five committee members/trustees.

7.4 It may be necessary for the Association to make a decision outside of the Committee meetings. This can be done by written resolution but has to be signed by all committee members/trustees. This needs to be passed unanimously because decisions taken by written resolution do not allow an opportunity to debate an issue as would happen
at a meeting.

7.5 The casting vote is given to the person who is in charge of the meeting and is intended to enable the meeting to proceed with its business. It is usual for the casting vote to be given in favour of allowing further debate on the matter on a future occasion.

**8. Powers Of Committee**

8.1 The Committee is legally responsible for the actions of any sub-committee. It is therefore prudent for each sub-committee to include at least one committee member/trustee. The Committee should define the responsibilities of
each sub-committee with care. It is essential in all cases for sub-committees to report back to the main Committee. Whilst the power to delegate is not limited to any particular function, it is usually appropriate for the final decision on major matters of policy or resources to be taken by the main Committee.

8.2 The Committee is allowed to make rules to govern different aspects of the running of the Association that are not already governed by this document.

**9. Property & Funds**

9.1 Any property of the Association is held on trust to achieve the *Objects* and does not belong to the members.

9.2 The Charities Act 2006 allows trustees to receive personal benefit from the charity. However, it is recommended that this be carefully managed. This clause sets out the precautionary measures that are required.

9.3 The committee member/trustee should not take part in making any decision from which they might personally benefit.

**10. Records & Accounts**

10.1 The keeping of adequate records is essential if the Association is to be properly run. The need for a charity to have its accounts either independently examined or professionally audited is a requirement of charity law and is determined by the level of annual income. The current threshold for charity accounts to be independently examined is £25,000. The independent examination does not have to be conducted by an auditor and can be done by a person the Committee reasonably believes to have the required ability and practical experience. For example, a school bursar or teacher. The person chosen must not be involved with the Committee nor be a member of their family. Audit requirements increase for charities with an income over £250,000 and £500,000. Further information is available from PTA-UK or the Charity
Commission. Please see 5.8.4 for further information on the requirement for an independent examination of accounts which is a stipulation of PTA-UK insurance cover.

**11. Notices**

Reference is made to ‘notice’ in various places in the Constitution (see clauses 4, 5.2, 6.5.5 and 12.1). This clause makes clear how members should be notified. What is meant by ‘written’ is defined in Clause 14.

**12. Amendments**

Amendments to the PTA-UK Model Constitution may be needed as the Association develops. This clause gives you the power to make necessary amendments. Please note that more than a simple majority is required to agree any proposed
amendment.

12.1 The members must be given advance notice of proposed amendments to the Constitution. When giving notice each ‘day’ starts at midnight, and the day on which notice is given does not count.

12.2 It is vital that the Constitution is not amended in a way which makes it impossible for the Association to continue to operate. Therefore, under this clause, certain amendments are not valid, i.e. if adopted they will not count as amendments and will not be registered by the Charity Commission. The two cases are:

(i) where there is a fundamental change in the *Objects,* i.e. where the new purposes are of a kind which a previous supporter could not reasonably be expected to have foreseen when contributing to the Association’s funds

(ii) where the change in the Constitution would cause the charity to become a non-charitable body. Both issues need to be considered for all proposed amendments. It will normally be appropriate to seek legal advice or consult the Charity Commission before the proposed amendments are drawn up

12.3 The Charity Commission should be notified promptly of all amendments that are made. Any amendment made to the PTA-UK Model Constitution prior to charity registration needs to be agreed directly with the Charity Commission and therefore would disqualify the application for registration through the PTA-UK fast track registration scheme.

**13 Dissolution**

It is not unusual for unincorporated charitable Associations to reach the end of their useful life and decide to dissolve. This clause provides that such a decision may be made at an EGM or an AGM where correct notice is given. Thereafter, the debts and liabilities must be paid. Any remaining assets must be used for furthering the *Objects* or for charitable purposes which are within or similar to the *Objects.*

13.2 This clause allows for any remaining assets to be passed to the school or, if the school is or will soon be closed, to another school.

13.4 The Committee will not be relieved of their responsibilities until they have completed this task and have sent a final report and statement of accounts to the Charity Commission. The Charity Commission will then remove the Association from the *Register of Charities.*