



Our constitution sets out the rules about how we operate as a PTA and how we conduct ourselves financially as well as an entity.

1. **The name of the Association shall be:**

Friends of Silverstone School

Also known as FoSS

Silverstone CE Primary School
Towcester Road
Silverstone
NN12 8UB

Registered charity number: 1072339

2. **Objects**

The object of the **Association** is to advance the education of pupils in the school. In furtherance of this object the association may:

- 2.1 Develop more extended relationships between the staff, parents and others associated with the school.
- 2.2 Engage in activities which support the school and advance the education of the pupils attending it.
- 2.3 Provide and assist in the provision of such facilities or items for education at the school (not provided from statutory funds) as the committee in consultation with the Governing Board shall from time to time determine.

3. **Powers**

The **Committee Members** have the following powers, which may be exercised only in promoting the **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**, 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 advisors.
- 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 open and operate bank and other accounts as the **committee members** consider necessary.
- 3.15 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:

- 4.1 In a **Parent Teacher Association** the parents, guardians, carers of any pupil currently attending the school plus teaching and non-teaching staff currently employed by the school are all members.
- 4.1.2 In addition there are **three named committee officers** – Chair (or 2 Co-Chair), Treasurer and Secretary (or 2 Co-Secretary); **a teacher representative**; and **a minimum of 3 ordinary committee members**.
- 4.1.3 The **Treasurer** must be a member of the FoSS committee **for one year** prior to taking up this 'officer' position.
- 4.1.4 All Committee Officers are required to undertake a DBS check upon appointment.
- 4.2 **Membership** is terminated if:
 - 4.2.1 the **Member** dies.
 - 4.2.2 the **Member** resigns by written notice to the **Association**.
 - 4.2.3 the **committee members** may for good reason, regardless of whether or not this is at the request of the **Governing Board** 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 or Extraordinary)

- 5.1 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.

- 5.2 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 number of **Members** present is at least twice the number of **committee members** in office at the start of the meeting. 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) some other **committee member** elected by those present is in charge of a **General Meeting**.
- 5.5 Except where otherwise provided in the Constitution, 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 twelve months 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 **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 discuss and determine any issues of policy or deal with any other business put before them.
- 5.9 An **EGM** may be called at any time by the committee and must be called within 21 days to happen within three months.

6. The Committee

- 6.1 The absolute minimum number of Committee Members will be the 3 named officers (see Section 4) plus a teacher representative.
- 6.2 All **Committee officers** are trustees of the charity and have control of the **Association**, its property and funds.
 - 6.3.1 **Committee officers** shall be elected at the **AGM** and shall hold office until the next **AGM**.
 - 6.3.2 All **committee members** except those who are **co-opted** must be **members** of the **Association**.
 - 6.3.3 The number of **co-opted committee members** must not be more than 50% of **committee members**. **Co-opted committee members** may only be co-opted if existing members resign.
- 6.4 Officer nominations for election to the **committee** must 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** up to two weeks

before the AGM. If nominations are not received for a given post then any **members** present at the AGM may nominate a person, with their consent, and that person may be appointed by a majority vote of those present.

- 6.5 A **committee member** (whether elected or co-opted) automatically ceases to be a **committee member** if he/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/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 three **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.
- 6.6 All **committee members** shall be entitled to reimbursement of reasonable and previously agreed out of pocket expenses (including hotel and travel costs) actually incurred in the administration of the **Association**.
- 6.7 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.
- 6.8 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

- 7.1 The **committee** must hold at least three meetings every **academic year**. 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.
- 7.2 A quorum at a **committee** meeting is a minimum of 3 current **members of the committee** including 2 officers.
- 7.3 The **Chair, Treasurer or Secretary** must be present and 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 and signed by all **committee members** 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 has one vote on each issue.

8. Powers of the Committee

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

- 8.1 The **committee** may appoint sub-committees as it deems necessary and shall prescribe their function provided that all the acts and proceedings of any such sub-committee shall be reported to the **committee** as soon as possible and provided further that no such subcommittee shall expend funds of the **Association** otherwise than in accordance with a budget agreed by the committee.
- 8.1.2 In addition a **committee officer and school representative** will be nominated to work alongside the sub-committee
- 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 commitment of funds.

9. Property and Funds

- 9.1 The property and funds of the **Association** must be only used to fulfil the **objects** (see Clause 2).
- 9.2 **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) provided that:
 - 9.2.1 the maximum amount if set out **in writing** and is reasonable for the services provided.
 - 9.2.2 the **committee members** are satisfied that the agreement is in the interest 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** has a personal interest in a matter to be discussed at a meeting, the **committee member** 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 and Accounts

- 10.1 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:
 - 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 The Treasurer or another named officer shall be responsible for keeping account of all Income and Expenditure and shall present a Financial Report to all **Committee Meetings**, and shall present the accounts duly audited for approval by the **members** at the **AGM**.

- 10.4 Bank Accounts shall be operated in the name of the **Association** and withdrawals shall be made on the signature of any two of the **Committee Officers** of the **Association**.
- 10.5 The financial year shall commence on the 1st September.
- 10.6 Annual reports and statements of accounts relating to the **Association** must be made available for inspection by any **member** of the **Association**.
- 10.7 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 (ParentMail) 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 that **Member**.
- 11.3 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:

- 12.1 The Members must be given **7 clear days** notice of the proposed amendments.
- 12.2 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.
- 12.3 A copy of any resolution amending this 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 and **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 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.

14. Interpretation

14.1 In this Constitution:

- **address:** means a postal address or, for the purposes of electrons 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
- **clear day:** means 24 hours from midnight following the triggering event
- **the Commission:** means the Charity Commission for England and Wales: charity commission.gov.uk
- **the Committee:** is the Governing Body of the Association and includes all elected and coopted committee members
- **committee member:** means a Member of the Committee elected at the AGM by the Membership
- **co-opted committee member:** means a Member of the Committee appointed by the committee members in accordance with clause 6
- **EGM:** means a general meeting of 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 Board:** means the Local Governing Board of the school
- **Headteacher:** means the Headteacher of Silverstone CE Primary
- **independent examiner:** has the meaning prescribed by section 145(a) of the Charities Act 2011 or substantial re-enactment
- **Member and Membership:** refer to the Members of the Association as set out in clause 4
- **months:** means calendar months
- **the Objects:** means the charitable Objects of the Association as 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 has agreed to receipt of notices by electronic means
- **year:** means calendar year

14.2 References to an Act of Parliament are references to the Act as amended on re-enacted from time to time and to any subordinate legislation made under it.