

# PTA-UK

## model constitution

advancing education | supporting PTAs

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### Model Constitution for Parent Teacher Associations In Northern Ireland (NI)

This Model Constitution is a benefit of PTA-UK membership and is for use by Parent Teacher Associations (PTAs) and other home-school groups that are members of PTA-UK, based in Northern Ireland.

Please insert your PTA-UK membership number which will be verified as part of the charity registration process:

PTA-UK membership number: 

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The PTA-UK Model Constitution is the copyright of Parent Teacher Associations UK (PTA-UK) and is only available for use by PTA-UK member associations. If your association is not a member of PTA-UK, you are not entitled to use this constitution for charity registration.

A Model Constitution for PTA-UK members in England and Wales is available at [www.pta.org.uk](http://www.pta.org.uk) or from the PTA-UK Member Advice Line (0300 123 5460).

This Model Constitution must be adopted by the Association at a **General meeting** by a two-thirds majority before it can be used. See the PTA-UK Information sheet - Model Constitution – Northern Ireland available at [www.pta.org.uk](http://www.pta.org.uk) for further guidance.

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

### Charity Registration

This is administered by the Charity Commission for Northern Ireland (CCNI):

w: [www.charitycommissionni.org.uk](http://www.charitycommissionni.org.uk)  
t: 028 3832 0220  
e: [admin@charitycommissionni.org.uk](mailto:admin@charitycommissionni.org.uk)

### Notes

Please read these notes before using this Model Constitution

- Guidance notes are available throughout this document to help explain certain points.
- A glossary of terms is contained under clause 13. All terms referenced in the glossary are highlighted in **bold**.
- Please complete sections 1.1 to 1.3 on page 2 using **BLOCK CAPITALS**.
- The register for charities in Northern Ireland opened in December 2013 and the Charity Commission for Northern Ireland (CCNI) is initially inviting charities to register. Once invited, your charity will need to complete an online application form ([www.charitycommissionni.org.uk](http://www.charitycommissionni.org.uk)) and submit digitally the necessary supporting documentation including a copy of this constitution once adopted. PTA-UK is available to support you through this process.
- Your association will require an online account with CCNI to apply for registration. Once set-up, an application can be worked on over a period of time, saved and amended before being submitted to make this easier.
- The PTA-UK Model Constitution can only be used for charity registration without amendment. If you wish to use your own form of governing document, independent legal advice may be required to achieve registration.
- CCNI states that charity registration can take anything up to three months to achieve once an application is submitted. However, using a Model Constitution is likely to mean charitable status is easier and quicker to achieve.
- 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**. Please see the model memorandum and articles of Association for charity companies (GD1) available from [www.charitycommissionni.org.uk](http://www.charitycommissionni.org.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 CCNI Register of Charities and might cause confusion, CCNI may ask for it to be changed. Check the Register of Charities before choosing a name, available at [www.charitycommissionni.org.uk](http://www.charitycommissionni.org.uk). It may also be necessary to refer to the list of charities recognised by HM Revenue and Customs (HRMC).

### School

Please complete the full name and address of the school.

### 1.3 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 or ordinary **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**. However, be careful that this does not become too large. In our experience the average PTA **Committee** has between 5 and 10 **committee members**. An **AGM** is only quorate if the number of **Members** present is at least two times the number of **committee members** 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 committee members**; up to 50% of the total number of **elected committee members** (clause 6.3.2). For example, a **Committee** with eight **elected committee members** would be able to co-opt four further **committee members** (6.3.2). Some restrictions apply where there are only two **committee members** (see 6.3.1, 7.2 and 9.3).

## 2. PURPOSES

The **Purposes** of the Association must be exclusively charitable as established in the Charities Act (Northern Ireland) 2008 or it will not be a charity and registration will be refused by the CCNI. The **Purposes** 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.

## 3. POWERS

The Powers are the legal means by which the **Purposes** (Clause 2) can be achieved. All powers and procedures must be in compliance with charity and other applicable law. The powers must only be for charitable **Purposes**. Your association must be careful that any use of its funds or other resources is reasonable, cost efficient and the best use of the assets available.

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. 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

## 1. VARIABLES LIST

The following variables specific to the Association shall be incorporated into the model constitution.

### 1.1 Type of Association: (please tick the appropriate box)

- Friends of the School:
- Home-School Association:
- Parent Staff Association:
- Parent Support Group:
- Parent Teacher Association:
- Parents' Association:
- Other:

### 1.2

Association name in full: THE PARENT, TEACHER + FRIENDS OF ST MARY'S CHRISTIAN BROTHERS' GRAMMAR SCHOOL.

School name in full: ST MARY'S CHRISTIAN BROTHERS' GRAMMAR SCHOOL.

School address: .....

Building name and/or number: 147g

Street: GLEN ROAD

Town/city: BELFAST

County: ANTRIM

Postcode: BT11 8NR

Country: N. IRELAND

### 1.3 The Committee

The minimum number of **committee members**: 2

## 2. PURPOSES

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

- 2.1 Developing effective relationships between the 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 **Purposes**:-

- 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

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 **Purposes**.

- 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**. Please see the PTA-UK policy summary document for further information.
- 3.10 This clause covers employees, independent contractors and volunteers. Care and all necessary advice about employment law should always be taken by a charity wishing to employ anyone. (See clause 9.2 and 9.3 if the **Association** is considering employing a **committee member**. Further guidance is also available from CCNI.) The charity should not pay more than a reasonable rate for the task.
- 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 **Purposes**.

#### 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**, they are automatically removed from the **Committee** under clause 6.5.4. However, removal as a **committee member** does not automatically mean that the individual is also removed as a **Member** of the **Association**. If you want to remove someone who is no longer a **committee member** 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**).

How notice of a **General meeting** should be given to **Members** is dealt with in Clause 11, and 'written' is defined in clause 13.1. When giving notice each 'day' starts at midnight, and the day on which notice is given does not count.

- 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 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 open and operate in the name of the **Association** a bank and other accounts as the **committee members** consider necessary
- 3.15 To do anything else within the law that promotes the **Purposes**.

BUT the **Committee** shall not undertake any activity in the school premises without the consent of the **Principal**.

#### 4. MEMBERSHIP

**Members** of the **Association** are:-

- 4.1 In a Parents' Association, the parents, guardians or carers of any pupil currently attending the school or

in a Parent Teacher Association, Parent Support Group, Parent Staff or Home-School Association as detailed above plus teaching and non-teaching staff currently employed by the school or

in any other **Association**, for example a Friends group, 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 **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 **Board of Governors** or the **Principal**, 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)

- 5.1 All **Members** are entitled to attend any **General meeting** of the **Association**.

- 5.3 A Quorum is the minimum number of **Members** of an **Association** that must attend the meeting for it and any decision made to be valid.

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

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.

- 5.7/8 An **AGM** is essential to the running of the **Association**. These give a regular opportunity for **Members** to review its activities.
- 5.8.4 PTA-UK requires all **Associations** to have their accounts examined by an **independent person**. This is a stipulation of the PTA insurance provided by PTA-UK for cover against fraud or dishonesty by a Treasurer or another **committee member**. For further information on auditing arrangements required by CCNI, 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 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** and any people who are subsequently elected at an **AGM** must be **Members** (under clause 4.1). **Co-opted committee members**, who are not elected at the **AGM**, are not required to be **Members**. However, like elected **committee members**, those that are **co-opted** have to stand down at the next **AGM**. If they wish to rejoin the **Committee** this should be as an elected member which may necessitate changing the **Membership** of the Association. For example, to become a Friends.

Every **committee member**, 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.

It is best practice that a **written** memorandum should be executed whenever a **committee member** 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** takes place.

- 6.2 This provides for the **committee members** to be elected each **year** at the **AGM**.
- 6.3 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 knowledge. The total number of **co-opted committee members** must not be more than 50% of the total number of all **elected committee members**. So, if your **Committee** has eight **elected committee members**, it is possible to have up to four **co-opted committee members**.

- 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 12.

- 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 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.

- 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 date 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 accept the retirement of existing **committee members** and elect the **new committee members** including the **Chair**

- 5.8.4 appoint an **independent person** to undertake an examination of the **Association's** accounts for the forthcoming **year**

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

- 5.8.6 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 of a written request being received by the committee from at least ten **Members**.

## 6. THE COMMITTEE

- 6.1 All **committee members** are trustees of the charity (**charity trustees**) and have control of the **Association**, its property and funds.

- 6.2 **Committee members** shall be elected at the **AGM** and shall hold office until the next **AGM**.

- 6.3 All **committee members**, except those who are **co-opted**, must be **Members** of the **Association**.

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

This is only allowed where there are two or more **elected committee members**. It is not appropriate to have one **elected committee member** who solely has the power to co-opt another **committee member**.

- 6.7 There are various reasons why a **committee member** would have to cease being a member of the **Committee**:-
- 6.7.1 The Charities Act (Northern Ireland) 2008 details various reasons why a **committee member** 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.
- 6.7.2 Embarrassing problems can arise when a **committee member** 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** who appears incapable to undergo a medical examination. It is anticipated that such a request would in most cases lead to a voluntary resignation.
- 6.7.3 **Committee members** should not be able to walk away from their responsibilities without leaving at least two remaining **committee members**. Any **Association** without at least two **committee members** in place will therefore be forced to dissolve (see Clause 12).
- 6.7.6 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** under 6.5.4. If someone is unsuitable to be a **committee member** 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** of the **Association**. **Co-opted committee members** who are not **Members**, can only be removed under this clause.
- 6.8 All **committee members** are entitled to recover from the **Association** whatever funds they may have had to pay out as a consequence of running the **Association**, eg paying for goods or services ordered by them and supplied to the charity. Spending decisions must not be taken by the individual but agreed by the **Committee** in advance.
- 6.10 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** who must be present for the **Committee** meeting to be valid. For example, for a **Committee** with ten **committee members**, a quorum would be reached with five **committee members**. Where there are only two **committee members**, both must be present for a **Committee** meeting to be quorate.

- 6.5 The number of **co-opted committee members** must not be more than 50% of the total number of **elected committee members**. **Co-opted committee members** may only be elected where there are two or more **elected committee members** currently in post.
- 6.6 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.
- 6.7 A **committee member** (whether **elected** or **co-opted**) automatically ceases to be a **committee member** if he or she:
- 6.7.1 is disqualified under section 86 of the Charities Act (Northern Ireland) 2008 from acting as a charity trustee
- 6.7.2 is incapable, whether mentally or physically, of managing his or her own affairs
- 6.7.3 is absent from three consecutive meetings of the **Committee** without prior notification to the Secretary
- 6.7.4 ceases to be a **Member** of the **Association**
- 6.7.5 resigns by **written** notice to the **Committee** but only if at least two **committee members** remain in office
- 6.7.6 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 of 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** 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** 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.
- 6.10 A technical defect in the appointment of a **committee member** 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 school year.
- 7.2 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**. This applies where there are three or more **committee members** in post. Where there are only two, a 100% attendance is required to be quorate.
- 7.3 **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.

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**. 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**. 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 **Purposes** and does not belong to the **Members**.

9.2 The Charities Act (Northern Ireland) 2008 allows **trustees** to receive private benefit from the charity. However, it is recommended that this be carefully managed and any private benefit gained by a **committee member** should be incidental to achieving the **Purposes** of the charity. This clause sets out the precautionary measures that are required.

9.3 The **committee member** should not take part in making any decision from which they might privately benefit. Where there are only two **committee members**, this would prevent discussion of any matter in which one of them has a personal interest.

## 10. RECORDS & ACCOUNTS

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. Reporting requirements are currently being considered. All charities will be required to provide an annual return to CCNI including a statement of accounts.

Please see 5.8.4 for further information on the requirement for accounts to be examined by an **independent person** which is a stipulation of the PTA insurance provided by PTA-UK.

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 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 as recorded in the minutes of the **Committee meeting** at which the decision was taken. 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**. All sub-committee proceedings must be promptly reported to the main **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 & FUNDS

9.1 The property and funds of the **Association** must only be used to fulfil the **Purposes** (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 CCNI) provided that:-

9.2.1 the maximum amount is 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 interests of the charity before entering into it

9.2.3 the total number of **committee members** entitled to remuneration is in the minority at any one 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. This will prevent such discussions taking place when there are only two **committee members**.

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

## 10. RECORDS & ACCOUNTS

10.1 The **Committee** must comply with the requirements of the Charities Act (Northern Ireland) 2008 as to the keeping of financial records, the audit or independent examination of accounts and the preparation and transmission to the **Commission** including an annual return in prescribed form.

## 11. NOTICES

Reference is made to 'notice' in various places in the Constitution (see clauses 4, 5.2 and 6.5.5). This clause makes clear how **Members** should be notified. What is meant by 'written' is defined in Clause 13.

## 12. 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 **Purposes** or for charitable purposes which are within or similar to the **Purposes**.

- 12.2 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.
- 12.4 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 CCNI which will then remove the **Association** from the Register of Charities.

### ADOPTED AT A MEETING HELD

AT (Place)

St Mary's CBGS

ON (Date)

24-9-19

NAME

Jim Kelly

OCCUPATION

NHS Manager

SIGNATURE

J Kelly

(Name and signature of Chair of meeting)

WITNESS NAME

Sisbha Kelly

ADDRESS

St. Marys CBGS  
Glen Road

OCCUPATION

Principal

SIGNATURE

Sisbha Kelly

(Name, address, occupation and signature of witness)

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 update the **Association's** record held online by CCNI and notify directly any changes that cannot be updated online.

## 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** 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 the **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. DISSOLUTION

- 12.1 The **Association** may be dissolved by a resolution presented at a **General meeting** 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**.
- 12.2 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 should be distributed to a neighbouring school or schools as selected by the **Committee**. It must be agreed with the benefiting school(s) that the funds will be used to continue to fulfil the **Purposes** of the **Association**.
- 12.3 If it is not possible to dispose of assets as described in clause 12.2 only then can the assets be given to another charitable cause provided that the cause is within the **Purposes** of the **Association**.
- 12.4 The **Committee** must notify CCNI promptly that the **Association** has been dissolved. The **Committee** must comply with any request from the **Commission** including providing the **Association's** final accounts.

## 13. INTERPRETATION

13.1 In this Constitution:-

- **address:** means a postal address or, for the purposes of electronic communication, a fax number, an email 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
- **Board of Governors:** means the Board of Governors of the school

- **the Chair:** means the Chair of the Association elected at the AGM
  - **charity trustees:** has the meaning prescribed by section 180 of the Charities Act (Northern Ireland) 2008. Every committee member is legally a charity trustee
  - **clear day:** means 24 hours from midnight following the triggering event
  - **the Commission:** means the Charity Commission for Northern Ireland (CCNI): [www.charitycommissionni.org.uk](http://www.charitycommissionni.org.uk)
  - **the Committee:** is the Governing Body of the Association and includes all elected and co-opted committee members
  - **committee member(s):** means a member of the committee either elected by the Members of the Association or co-opted as set out in clause 6. Some committee members will be office holders (the Chair, Secretary, Treasurer etc) but all are committee members and charity trustees whether or not they hold an office
  - **co-opted committee member:** means a member of the Committee appointed by the committee members in accordance with clause 6
  - **EGM:** means an Extraordinary General meeting of the Members of the Association which is not an AGM
  - **elected committee member(s):** means a member of the Committee elected at the AGM by the Membership
  - **fundamental change:** means a change that would not have been within the reasonable contemplation of a person making a donation to the Association
  - **General meeting(s):** means any general meeting of the association either annual (AGM) or extraordinary (EGM)
  - **independent person:** has the meaning prescribed by section 65 of the Charities Act (Northern Ireland) 2008
  - **Member and Membership:** refer to Members of the Association as set out in clause 4. Members can be committee members (as set out in clause 6) but being a Member of the Association and a committee member is not the same thing
  - **months:** means calendar months
  - **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 Purposes
  - **Principal:** means the Principal of the school
  - **the Purposes:** means the charitable Purposes of the Association set out in clause 2
  - **written or in writing:** refers to a legible document on paper including a fax message or an electronic communication (email or text) where the Member or committee member has agreed to receipt of notices by electronic means
  - **year:** means calendar year
- 13.2 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.