

Paper for PTA Prior Weston

To: Prior Weston PTA Committee
Subject: PTA UK – Model Constitution comparison
By: Peter Lensink
Date: 24 Feb 2017

1. BACKGROUND

With Prior Weston's PTA having welcomed several new committee members/trustees in recent months and the current Constitution (signed October 2010) being based upon the UK Model Constitution November 2009, the committee has decided to review the existing Constitution with the aim to renew the Constitution based upon the most recent Model Constitution as published by PTA UK in June 2016.

2. PURPOSE

This Paper seeks to compare the existing Prior Weston Constitution with the PTA UK Model Constitution June 2016 to advise the Committee on differences and suggest amendments to take forward as proposal to a General Meeting of the association.

3. OUTCOMES ANALYSIS

3.1 GENERIC DIFFERENCES

1. New Technology. The new model now has a place for communication and voting/decision making via E-mail correspondence. But Whatsapp for example is not included. Given one of our preferred options being Whatsapp we need to check with PTA UK if we want to add (as 'any association wishing to vary the PTA UK model will need to agree changes directly with the Charity Commission') **ACTION** for Peter to check with PTA UK
2. Newly added: 'If your association uses another constitution for charity registration it may require independent legal advice to agree this with the Charity Commission' **NO ACTION** required as we use the model constitution.
3. The new Constitution is based upon the Charities Act 2011, whilst the old one was based upon the Charities Act 1993 (amended by Charities Act 2006)
4. New guidance has been published:
www.gov.uk/government/publications/setting-up-a-charity-model-governing-documents
5. Some paragraph numbering has changed, which I have decided not to bother you with as no relevance to context, purpose or content

3.2 CLAUSE SPECIFIC DIFFERENCES

- **Clause 3. Powers**

Clause 3.14 'To consult parents on their views' has been added

Clause 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 headteacher' is more extended and has been given a specific clause number, I presume to underline the relevance.

- **Clause 5. General Meetings (Annual and Extraordinary)**

Clause 5.3 The quorum has been further clarified: 'There is a quorum at a General Meeting when the total number of members present (including committee members/trustees) is at least twice the number of committee members/trustees in office at the start of the meeting'

Note Peter: Clause 5 doesn't give clarity what happens in case the AGM hasn't got quorum.

ACTION for Peter to seek clarification with PTA UK

Clause 5.9 Extraordinary General Meeting: has been expanded but purpose and content remain the same.

- **Clause 6. The Committee**

Clause 6.7 (Member cease): 'Medical Practitioner writing that member is physically or mentally incapable and may remain so for more than three months' has been added to reasons for automatically ceasing a membership.

- **Clause 7. Committee Meetings**

Clause 7.2 (Quorum): Text has been added to deal with a situation where only two committee members are in place.

Clause 7.4 (Vote): '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 committee members/trustees is equally valid.' Note that the guidance states that decisions made outside the meetings '*need to be passed unanimously as written resolution do not allow an opportunity to debate as would happen at a meeting.*'

- **Clause 11. Notices**

Clause 11.1: 'Notices may be sent by hand, by post, by suitable electronic communication (email) or in any newsletter distributed by the association to its members'. Again, is it worth adding Whatsapp/Facebook etc. specifically or is it sufficiently covered; I'll check.

4. OTHER QUESTIONS for Feb meeting (for Discussion and/or Clarification)

1. In our current Constitution we have not registered an Association name in full (Clause 1.2). For our new Constitution, what is our name / the name we want to register?

Post-Meeting Note: *The name should be the same as registered charity name. At the moment we are registered with Charity Commission as Charity number: 1061032 - Charity name: "PRIOR WESTON SCHOOL & CHILDREN'S CENTRE" PTA members agree we will add the words PTA to the name so change to "PRIOR WESTON SCHOOL & CHILDREN'S CENTRE PTA"*

2. Clause 6. (The Committee) states that 'All members of the committee are trustees of the charity'. Interpreting this we don't need to make any distinction between members and trustees in our set-up?

Post-Meeting Note: *Not all committee members need to be registered on Charity Commission website as trustees. But we need to have at least 3-4 registered trustees who have greater responsibility and accountability than just members as they have access to bank account. Therefore we currently have the right set-up*

3. Clause 6.2 states 'Committee members/trustees shall be elected at the AGM and shall hold office until the next AGM.' Do we need to formally confirm our current changes via AGM or is our monthly GM sufficient?

Post-Meeting Note: *We used to have AGM in July (last GM meeting of academic year) and elect new cmtee. But for different reasons in July 2016 it did not happen. We will call a next AGM in July 2017 in which we will formally present the changes.*

4. Charity Registration: I presume we have income over £5k and therefore we are registered as charity with the Charity Commission?

Post-Meeting Note: *Yes, we are, see note to Q1.*

5. The constitution contains the Note: 'It is unlikely that a requirement exists for the association's accounts to be independently examined or audited. However, PTA UK does recommend this as best practice to ensure there is complete transparency on how funds are raised and spent.' Is this common practice at Prior Weston PTA and for continuation or, if not, do we want to consider at some point in the future? (This can be done by members as well)

Post-Meeting Note: *Discussed with the Treasurer and will be further developed this year*

6. Clause 10. (Records & Accounts) has got a Note stating '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' I have checked and the current income thresholds are: \geq £25,000 = Audit and \geq £10,000 = Annual Return. What's our current level and therewith our requirements?

Post-Meeting Note: *We are currently below the 25k threshold*

7. Amendments: 'This constitution may be amended at a General Meeting of the association by a two-thirds majority of the votes cast but: the members must be given 21 clear days' notice of the proposed amendments'. I suggest we discuss how we progress the renewed constitution after we have discussed this paper on the 24th Feb.

Post-Meeting Note: *The proposals re amended constitution will be attached to the minutes of the February meeting and be formally presented to the next AGM in July.*

8. Only for info: 'A copy of any resolution amending the constitution must be sent to the Charity

Commission within 21 days of it being passed' which I'll do when we have finished the process.

END