



Friends of Haywood Village Academy Constitution

October 2023

- 1.1 Parent Teacher Association
- 1.2 The name of the association will be known as 'The Friends of HVA'
- 1.3 Within this constitution, we have referred to the group as the PTA.

1.4 The address is:
Haywood Village Academy
20 Whitney Crescent
Haywood Village
Weston-super-Mare
BS24 8ES
UK

2. **Objectives:**

The objects of the Association are to advance the education of pupils in the academy in particular by:

- Developing effective relationships between the staff, parents and others associated with the academy.
- Engaging in activities or providing facilities or equipment which support the school and advance the education of the pupils.

3. **Powers**

- 3.1 The committee members/trustees have the following powers, which may be exercised only in promoting the *objects*:
 - 3.1.1 To provide advice
 - 3.1.2 To publish or distribute information
 - 3.1.3 To co-operate with other bodies
 - 3.1.4 To raise funds (but not by means of permanent trading)
 - 3.1.5 To acquire or hire property of any kind
 - 3.1.6 To make grants or loans of money and to give guarantees
 - 3.1.7 To set aside funds for special purposes or as reserves against future expenditure
 - 3.1.8 To deposit or invest 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)
 - 3.1.9 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
 - 3.1.10 To employ paid or unpaid agents, staff or advisers
 - 3.1.11 To enter into contracts to provide services to or on behalf of other bodies
 - 3.1.12 To pay the costs of forming the Association
 - 3.1.13 To obtain and pay for goods and services as are necessary for carrying out the work of the charity
 - 3.1.14 To open and operate bank and other accounts as the committee members/trustees consider necessary
 - 3.1.15 To do anything else within the law that promotes the *objects*

BUT the committee shall not undertake any activity in the academy premises without the consent of the Principal/Cabot Learning Federation Senior Leadership Team.

4. **Membership**

Members of the Association are:

- 4.1 In a Parent Teacher Association as detailed above plus teaching and non-teaching staff currently employed by the academy
- 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/trustees may for good reason, regardless of whether or not this is at the request of the Academy Council or the Principal, exclude any person from membership or from attending an event whose presence at or support of the academy is deemed a danger to the academy 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 meeting (Annual and Extraordinary)**

- 5.1 All members are entitled to attend any General meeting of the Association
- 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 the General meeting when the number of members is at least twice the number of committee members/trustees 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/trustee elected by those 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/trustees on the Association's activities since the previous AGM
 - 5.8.3 elect the committee members/trustees
 - 5.8.4 appoint an independent examiner or auditor for the Association
 - 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 to the receiving committee members/trustees from at least ten members

6. **The Committee**

- 6.1 All members of the Committee are trustees of the charity and have control of the Association, its property and funds. The Committee members are referred to in this document as committee members/trustees
- 6.2.1 Committee members/trustees shall be elected at the AGM and shall hold office until the next AGM
- 6.2.2 Committee membership will consist of the following:
- Chairperson
 - Treasurer
 - Secretary
 - Vice Chair
 - Vice Treasurer
 - Vice Secretary
 - A maximum of 2 class parent representatives from each year group within the school
 - Up to 4 school staff member
- 6.2.3 Roles for the committee membership can be vacant.
- 6.2.4 Members can undertake the role for Chairperson, Treasurer, Secretary or their respective vices as well as a parent class representative.
- 6.2.5 All committee members/trustees, except those who are co-opted, must be members of the Association
- 6.2.6 Committee members/trustees shall have the power to co-opt committee members/trustees at any time, and co-opted committee members/trustees shall serve until the date of the next AGM
- 6.2.7 The number of co-opted committee members/trustees must not be more than 50% of the total number of committee members/trustees
- 6.2.8 At least 3 committee members must be present for a committee meeting to take place.
- 6.3 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
- 6.4 A committee member/trustee (whether elected or co-opted) automatically ceases to be a committee member/trustee if he or she:
- 6.4.1 is disqualified under section 72 of the Charities Act 1993 as amended by the Charities Act 2006 from acting as a charity trustee
- 6.4.2 is incapable, whether mentally or physically, of managing his or her own affairs
- 6.4.3 is absent from three consecutive meetings of the Committee without prior notification to the Secretary
- 6.4.4 ceases to be a member of the Association
- 6.4.5 resigns by written notice to the Committee but only if at least two committee members/trustees remain in office
- 6.4.6 is removed by a resolution passed by a majority of other committee members/trustees. Removal is not effective until the committee members/trustees 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

- 6.5 All committee members/trustees shall be entitled to reimbursement of reasonable out of pocket expenses actually incurred in the administration of the Association
- 6.6 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 incurred while he or she held office.
- 6.7 A technical defect in the appointment of a committee member/trustee of which the Committee are unaware at the time does not invalidate decisions taken at a meeting
- 6.8 A role of a committee member/trustee can be shared, excluding the Chair.

7. **Committee Meetings**

- 7.1 The Committee must hold at least three meetings every academic 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
- 7.3 The Chair or, if the Chair is unable or unwilling to do so, some other committee member/trustee chosen by the members 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 and signed by all committee members/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/trustee 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 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/trustee. 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 other commitment of funds

9. **Property and funds**

- 9.1 The property and funds of the Association must only be used to fulfil the *objects* (see clause 2)
- 9.2 Committee members/trustees 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 is set out in writing and is reasonable for the services provided
 - 9.2.2 the committee members/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/trustees entitled to such remuneration is in the minority from time to time
- 9.3 Whenever a committee member/trustee has a personal interest in a matter to be discussed at a meeting, the committee members/trustees must:
 - 9.3.1 declare an interest before discussion begins on the matter
 - 9.3.2 withdraw from the 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 1993 as amended by the Charities Act 2006 as to the keeping of financial records, the audit or independent examination of the 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 to its Members. Notification by hand may include distribution to parents, guardians and carers via their children but only with the prior communication with the academy

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/trustees 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 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 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 academy for the benefit of the pupils of the academy. In the event of the academy closing any remaining funds could be distributed to a neighbouring school or schools as selected 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.