

# Group Constitution



1. **Name**  
The name of the Group shall be .....  
hereinafter referred to as "the Group" and which is a body associated with PATA.
2. **Aim**  
The Aim of the Group is to embody the vision of PATA through the enhancement of the development, care and education of children primarily under statutory school age and also of children and young people of school age by encouraging parents to understand and provide for the needs of their children through community (voluntary managed) groups and by:
  - (a) offering appropriate play facilities and training courses, together with the right of parents to take responsibility for and to become involved in the activities of such groups, ensuring that such groups offer opportunities for all children and young people, whatever their race, culture, religion, means or ability
  - (b) encouraging the study of the needs of such children and their families and promoting public interest in and recognition of such needs in the local area
3. **Powers**  
For the furtherance of this Aim, the Group may:
  - (a) provide accommodation and equipment and engage staff
  - (b) raise money to pay for the Group's activities, set aside funds for specific purposes and as reserves
  - (c) make such payments as shall be necessary
  - (d) fix and collect the fees payable, in respect of children attending groups run by the Group
  - (e) control the admission of children to the groups run by the Group and, if appropriate, require parents or guardians to withdraw them
  - (f) send a nominated representative from the Group's membership to vote at the Annual General Meeting (AGM) of PATA
  - (g) take such other action as may benefit the Group
  - (h) subject to any consents required by law, borrow money and charge all or any part of the property of the Group with repayment of the money so borrowed
4. **Membership**  
Membership shall be of two kinds:
  - (a) Family Members  
Parents or guardians of all children who attend any group run by the Group, each family to have one vote and count as one member at any General Meetings of the Group
  - (b) Extra Members  
Other interested individuals, persons or other bodies, excluding paid employees, approved by the Committee shall be entitled to become Extra Members of the Group, but such persons shall not be entitled to become Extra Members until the appropriate subscription (if any) set by the Committee has been received. Extra Members will be entitled to one vote at any General Meetings of the Group
5. **General Meetings**
  - 5.1 An Annual General Meeting (AGM) shall be held in the ..... term each year. The annual report and financial statements shall be submitted to members at the AGM. The Group shall also comply with such legislation regarding submitting the annual report and financial statements of the Group with the Charity Commission.
  - 5.2 The Annual General Meeting shall be chaired by the Chair or if absent by another Committee Member. As a minimum the following items shall be reviewed and discussed:
    - (a) sign off previous AGM minutes
    - (b) the Group's Accounts for the previous financial year
    - (c) the Group's Annual Report from the Committee
    - (d) election of new Committee Members
    - (e) any other appropriate matters arising

- 5.3 The quorum for a General Meeting (AGM/SGM) shall be 15% of the members or 5 members, whichever is the greater. If fewer attend, a new meeting must be called. If a quorum is not formed at the adjourned meeting then a minimum of 5 members will constitute a quorum.
- 5.4 A Special General Meeting (SGM) may be called at any time at the request of the Committee or not less than 25% of the members.
- 5.5 The Secretary or Chair shall send a note of the date, time and place of each AGM and any SGM, with a list of items to be discussed, to all members at least two weeks before the date of the meeting.
- 5.6 If the Chair or Secretary does not call a SGM within two months of a proper request to do so, any member may call that meeting by putting up a notice in a conspicuous place where the Group meets, at least two weeks before the meeting.
- 5.7 Entitlement to vote at all General Meetings will be in accordance with Clause 4.
- 5.8 Votes cast at General Meetings shall be decided by a simple majority, with the exception of proposals to dissolve the Group or change the Group Constitution which will be decided by not less than two thirds of those members present. In the event of a tie the person chairing the meeting will have the casting vote.
6. **Committee**
- 6.1 The Group's Management Committee have overall control of the Group and are responsible for the management of it. The Committee consists of the individual members elected at the AGM who are also the charity trustees of the Group.
- 6.2 The Committee shall meet at least three times a year and is responsible for ensuring that the Group complies with its Aim and is properly managed.
- 6.3 The Committee shall consist of at least 5 trustees, and not more than 15, made up of the following:
- (a) 3 Officers (Chair, Secretary and Treasurer), and
  - (b) not less than 2 nor more than 9 elected members, and
  - (c) if the Committee so decides, not more than 3 members co-opted by the Committee.
- 6.4 At least 40% of the Committee shall at the time of election or co-option be parents or guardians of children in the Group. If the 40% cannot be reached, the Group must contact PATA for written approval to amend this clause.
- 6.5 The Committee Members in 6.3(a) and 6.3(b) shall be elected for one year at the AGM. Retiring Officers and Committee Members are eligible for re-election, unless they have already served on the Committee in any capacity for nine consecutive years.
- 6.6 Co-opted members in 6.3(c) may join at any time, at the invitation of the Committee, but shall retire at the next Annual General Meeting. No co-opted member shall serve for more than six consecutive years.
- 6.7 Specific Officer roles of Chair, Secretary and Treasurer shall be chosen from within, and by, the newly elected Committee Members at the first committee meeting following the Annual General Meeting.
- 6.8 A Committee member will cease to be on the Committee:
- (a) in the event of their death or if their physical or mental health means they are incapable of managing the Group's interests
  - (b) in the event of their resignation. A resignation can only take place if at least 5 other elected members remain in office or the vacancy can be filled through co-option by the Committee
  - (c) if they are disqualified under the Charities Act from being a charity trustee
  - (d) if they are not re-elected at the Group AGM
  - (e) if that member has been absent without the permission of the Committee from all their meetings over a period of six months
  - (f) if they are removed through a resolution passed by majority vote of Committee members due to failure to act in line with the Constitution or on grounds that they have acted in a manner that has, or is likely to, bring the Group into disrepute. The process to remove the Committee member will be:
    - written notice given by the Committee to the Committee member stating the failure or misconduct

- notice of not less than 10 working days for the member to submit a written response
- final decision made by the Committee upon receiving the response whether to remove or not

6.9 The Officers and Committee Members each have one vote. In the event of a tie the Chair has a casting vote. A quorum shall be not less than half the Committee, including 2 of the Officers.

6.10 Paid employees are employed by the Committee and therefore cannot ordinarily be Committee Members or vote at Committee meetings. They, or their representative, can be invited to attend any or all meetings in an advisory capacity and should normally be so invited, but need not attend the whole of the meeting. Paid employees, if members of the Group in accordance with clause 4(a), shall be entitled to attend and vote at all General Meetings of the Group.

A Member who is a paid employee of the Group may however be eligible for election to the Committee subject to the following conditions being met:

- (a) the individual does not receive any additional remuneration or benefits for being a Committee Member and does not receive higher pay for their employed position than is normally paid by the Group to other individuals who are not Committee Members
- (b) no more than 2 Committee Members may at any time be paid employees of the Group
- (c) paid employees cannot be elected as Officers of the Group
- (d) a Committee member who is a paid employee shall not vote on or be present for any matters arising at a committee meeting where terms and conditions relating to their employment are being considered

## 7. **Conflict of Interest**

If a conflict of interest arises that compromises a Committee Member's ability to act solely in the interest of the Group then that Committee Member must remove themselves from any discussion or vote arising from the matter.

## 8. **Holding Trustees**

The title to any real and/or leasehold property or land which may be acquired by the Group, shall be vested in the Official Custodian for Charities. The Official Custodian is a member of the Charity Commission's staff who is appointed by the Commissioners to hold land on behalf of charities. All powers, duties and responsibilities for managing the said property or land remains that of the Committee.

## 9. **Finance**

9.1 The Treasurer shall oversee the keeping of proper accounts of the finances of the Group. At each meeting the Treasurer or their representative shall present a written statement of the accounts to the Committee. Acceptance of these accounts by the Committee shall be recorded in the minutes.

### 9.2 **Banking**

- (a) for payments made by cheque, debit/credit card, BACS or any other electronic payment system the Group must put in place a policy detailing criteria for issue, use of cards, spending limits, security and authorisation with a periodic review of the policy
- (b) all duplicate bank and card statements must be sent to the Chair
- (c) financial controls must follow up to date guidance provided by the Charity Commission

9.3 At the end of the financial year accounts shall be prepared and then examined by an independent examiner in accordance with current Charity Commission requirements. These accounts shall be presented to the AGM.

9.4 The funds of the Group shall be used only for the purposes of the Group and no payment shall be made to any member except:

- (a) if that member is employed by the Group, and then only as appropriate remuneration in respect of that employment
- (b) as repayment of reasonable expenses properly incurred on behalf of the Group
- (c) as interest at a reasonable rate on money lent to the Group

9.5 The Group must put in place a Reserves Policy to set aside funds for the future sustainability or potential closure of the Group.

10 **Minutes**

The Committee must record all proceedings and decisions from all meetings of the Group and Committee through minutes, which will include:

- (a) names of all present plus apologies
- (b) agreement of previous minutes
- (c) Treasurer report and statement of accounts
- (d) any decisions agreed and if appropriate associated reasons
- (e) agreed actions
- (f) any other business

11 **Dissolution**

If the Committee decides that it is necessary or advisable to dissolve the Group it shall call a General Meeting of all members under the provisions of Clause 5. If the proposal is confirmed by a two thirds majority of those present and voting the Committee shall have power to realise any assets held by or on behalf of the Group.

If a school with exempt charitable status or a community school which is not an exempt charity, is continuing the provision, any assets remaining after the satisfaction of any proper debts and liabilities may be transferred to the school and held as a special trust specifically for the continuation of the provision

If the Group is closing then any assets remaining after the satisfaction of any proper debts and liabilities shall be handed to PATA or any similar charity concerned with the education or care of children in the area of the Group

If there is no AGM for two successive years, and if no member of the Committee makes the necessary arrangements, any other member may do so. A copy of the financial statements or the final accounting period of the Group must be sent to the Charity Commission.

12 **Change of Constitution**

Subject to the following provisions of this clause the Constitution may be altered by a resolution passed by not less than two thirds of the members present and voting at a General Meeting under the provisions of Clause 5.

Any alteration to this constitution must have the prior written approval of PATA. No amendment may be made which would have the effect of making the Group cease to be a charity at law. The Committee should promptly send to the Charity Commission a copy of any amendment made under this clause.

Constitution approved by the Members of the group at a General Meeting held on ..... (date).

Signed .....

Signed .....

Signed .....

Signed .....

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Registered Charity Number: .....