

THE QUEEN EDITH COMMUNITY PRIMARY SCHOOL P.S.F.A

CONSTITUTION

CHARITY NO: 297363

ADOPTED AT ANNUAL GENERAL MEETING ON 24 JANUARY 2023

1. The name of the Association shall be The Queen Edith Community Primary School Parent, Staff and Friends Association, also known as the PSFA.
2. The Association and its property shall be administered and managed in accordance with the provisions of this Constitution.
3. The object of the Association is to advance the education and wellbeing of the pupils of Queen Edith Community Primary School, Cambridge ("the School").
4. In furtherance of this objective, the Association may:
 - a. Engage in activities which support the School and advance the education of the pupils attending it.
 - b. Provide, and assist in the provision of such facilities or items for education at the School (not provided by the statutory funds) as the Committee in consultation with the Governing Body shall from time to time determine.
 - c. Foster more extended relationships between the staff, parents and others associated with the School, including the local community.
5. The Association shall be non-political.

Membership of the Association

6. Membership of the Association is open to the parents of pupils of the School, the staff and Governors of the School, in all cases past and present, together with such other individuals as have a close connection with the School as are accepted as members by the Committee. No subscription shall be payable by members.
7. All current parents, staff and Governors from time to time shall be members automatically (subject to clause 6) and shall be entitled to receive communication in respect of meetings of members and to vote at such meetings. The Association shall not be obliged to send out notices of meetings or other activities to other members and such members shall not be entitled to vote at meetings of the Association.
8. The Committee may for good reason exclude any person from membership 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, but only after notifying the member in writing and considering any representations which the member puts forward within 14 clear days of receiving the notice.

The Committee and its operation

9. The Association and its property shall be managed and administered by a committee ("the Committee") comprising the Officers (as defined below) and other members elected in accordance with this Constitution. The Officers and other members of the Committee shall be the trustees of the charity for the purposes of the Charities Act¹. The Association shall have the following Officers:
 - a. Chairman
 - b. Treasurer
 - c. Secretary

¹ Note that the committee members are charity trustees with related responsibilities set out here and in Charities Act

d. Vice-Chairman (optional)

Other members of the Committee shall be drawn from the members of the Association, which may include non-voting members.

The number of members of the Committee shall be not less than four and not more than eight.

10. The Association in general meeting shall elect the Officers and the other Committee members. Nominations for election to the Committee may be made by one member seconded by another, with the consent of the nominee, prior to the election of the Committee.

11. Casual vacancies on the Committee may be filled by the Committee by co-option. Any person so co-opted shall serve only while the person in whose place he/she is co-opted (if any) would have served.

12. A Committee member shall automatically cease to be a member of the Committee if he or she

a. Is disqualified under the Charities Act from acting as a charity trustee

b. Is incapable, whether mentally or physically, of managing his or her own affairs

c. Resigns by written notice to the Committee (but only if at least two Committee members will remain in office)

d. Is removed by a resolution passed by all of the other members of the Committee after inviting the views of the relevant Committee member and considering the matter in the light of those views.

13. A technical defect in the appointment of a Committee member of which the members or the Committee members are unaware at the time does not invalidate decisions taken at a Committee meeting.

14. The Committee shall have the power to co-opt additional members. The Committee may appoint sub-committees, as it deems necessary and shall prescribe their function provided that all acts and proceedings of any such sub-committee shall be reported to the Committee as soon as possible and provided further that no such sub-committee shall expend funds of the Association otherwise than in accordance with a budget agreed by the Committee.

15. Committee meetings shall be held at least once a term, at such times and places as the Committee shall direct.

16. Any Committee member may call a Committee meeting and the Secretary must call a meeting if requested to do so by a Committee member.

17. The person elected as Chairman of the Committee shall chair meetings of the Committee. If the Chairman is unwilling to preside, or is not present within ten minutes after the time appointed for the meeting, the Committee members present may appoint one of their number to chair the meeting.

18. Questions arising at a Committee meeting must be decided by a majority of votes of Committee members. In the event of an equality of votes, the person who chairs the meeting shall have a second or casting vote.

19. No decision may be made at a Committee meeting unless a quorum of Committee members is present at the time the decision is purported to be made.

20. The quorum shall be three, or the number nearest to one-third of the members of the Committee, whichever is the greater (or such larger number as may be decided from time to time by the Committee members).

21. Any member of the Association may attend a Committee meeting but shall not be entitled to vote on any matter requiring a vote, nor to be counted towards the quorum for the Committee meeting.

22. The Committee must manage the activities of the Association and the Committee members have the following powers in order to further the objects of the Association (but not for any other purpose):

- a. To raise funds (but not by means of taxable trading)
- b. To publish or distribute information
- c. To acquire or hire property of any kind
- d. To co-operate with other bodies
- e. To set aside income as a reserve against future expenditure
- f. To obtain and pay for goods and services as are necessary for carrying out the activities of the Association
- g. To open and operate such bank and other accounts as the Committee shall consider necessary and to invest funds
- h. To do such other lawful things as are necessary for the achievement of the objects of the Association.

23. The income of the Association shall be applied solely towards the promotion of its objects. However, a Committee member may be paid out of, or reimbursed from, the property of the Association reasonable expenses properly incurred by him or her when acting on behalf of the Association.

24. No Committee member may be paid or receive any other benefit for being a member of the Committee, including being paid to provide goods or services to the Association (other than expenses as set out in clause 23), unless the benefit is authorised by the Committee at a meeting from which the benefiting member is absent (or absent for the part of the meeting where the matter is considered) and provided that the number of Committee members receiving benefit is in the minority and the prior written consent of the Charity Commission has been obtained².

25. The Committee shall not undertake any activity in the school premises without the consent of the Head teacher (or his or her authorised representative).

26. The Committee must keep minutes of all:

- a. Appointments of Officers and other Committee members made by the Committee
- b. Proceedings at all meetings of the Association
- c. Proceedings at all meetings of the Committee

Members' meetings

27. An Annual General Meeting ("AGM") of the Association shall be held in each academic year. At the Annual General Meeting, the chair shall be taken by the Chairman, or in his/her absence, by the Vice-Chairman of the Committee (or otherwise by any other member of the Committee).

28. At the AGM, the members:

- a. Receive the accounts of the Association for the previous financial year
- b. Receive the report of the Committee on the Association's activities since the previous AGM
- c. Elect the Committee (including any Committee members previously co-opted)
- d. Appoint an auditor or independent examiner for the Association

² Please note that consent is deemed to have been given for amounts less than £1,000.

e. Consider and, where appropriate, vote on any other matters or resolutions put to the meeting

29. A Special General Meeting shall be convened at the request in writing to the Secretary of eight voting members of the Association. The request must state the nature of the business to be discussed. Such a meeting shall normally be held within thirty days of the request. Agenda and motions submitted shall be circulated to all voting members as defined in clause 6 .

30. The minimum period of notice required to hold any general meeting of the Association is fourteen clear days from the date on which notice is deemed to have been given. The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so. The notice must be given to all voting members (as defined in clause 6) and Committee members.

31. The distribution of notices via school mailings to parents shall satisfy the Association's obligations to give notice to members.

32. No business shall be transacted at general meetings unless a quorum is present (subject to clause 39). A quorum is 10 members entitled to vote upon the business to be conducted at the meeting.

33. A technical defect in the giving of notice of which the members or the Committee members are unaware at the time does not invalidate decisions taken at the meeting.

Records and accounts

34. The Committee must comply with its obligations under the Charities Act, as amended from time to time, with regard to:

- a. The keeping of accounting records for the Association
- b. The preparation of annual statements of account for the Association
- c. The preparation of an annual report and annual return and their transmission to the Charity Commission

35. The Treasurer shall keep account of all income and expenditure and shall submit accounts, duly audited or reviewed in accordance with clause 38, at the AGM.

36. The Financial Year shall commence on 1st September.

37. The Association shall operate such bank or building society accounts as the Committee considers appropriate. Any such accounts shall be in the name of the Association and withdrawals shall be made in the name of the Association on the signature of the Treasurer and one other committee member. Or in the absence of the Treasurer, the chairman or secretary, and one other committee member. .

38. An auditor, or where an audit is not required, an independent examiner, in each case not being a member of the Committee, shall be appointed annually by the Committee to audit or review as appropriate the accounts and books of the Association.

Dissolution of the Association

39. The Association may be dissolved by a resolution passed at a Special General Meeting called for that purpose. The resolution must be passed by not less than two-thirds of those present and voting. For this purpose, the provisions relating to a quorum in clause 32 shall not apply. The members of the Committee shall remain in office as trustees of the Association and be responsible for winding up the affairs of the Association in accordance with this clause. Any assets remaining on the dissolution of the Association after collecting in all of the assets of the Association and satisfying any outstanding debts and liabilities shall not be distributed amongst the members of the Association but will be given to the School for the benefit of the children of the School in any manner which is exclusively charitable at law, or, should this not be possible, shall distribute the funds to such other local school or educational charity registered with the Charity Commission as shall be agreed by the

Committee. The Committee must notify the Charity Commission promptly that the Association has been dissolved.

General

40. The Association shall take out Public Liability Insurance and personal accident insurance to cover all its meetings and activities.

41. Any matter not provided for in the Constitution shall be dealt with by the Committee, whose decision shall be deemed final. However, the Head Teacher shall have the ultimate decision on all educational matters, including deciding the priorities for the purchase of items of equipment he/she would like the Association to provide for the School.

Amendments

42. No alteration to this Constitution may be made except at the Annual General Meeting or a Special General Meeting called for this purpose, where any amendment must be passed by not less than two-thirds of the members present and voting. No amendments or alteration shall be made without the prior written permission of the Charity Commission to clauses 2, 8 and 17 and no alteration shall be made which could cause the Association to cease to be a charity in law.

Document History

Date	Changes
October 2007	Original Version
January 2023	Updated item 9 to make the Vice-Chairman role optional. Updated item 37 to allow payment to be approved by any committee member rather than just Treasurer, Secretary and Chairman.