



**Friends of PSCA**  
Plymouth School of Creative Arts  
22 Millbay Road, Millbay  
Plymouth PL1 3EG  
[friends@schoolofcreativearts.co.uk](mailto:friends@schoolofcreativearts.co.uk)

## Friends of PSCA Constitution

### 1. Summary

1.1 Association name in full: Friends of Plymouth School of Creative Arts

1.2 School name in full: Plymouth School of Creative Arts

School address:

Building name:	Plymouth School of Creative Arts
Street:	22 Millbay Road
Town/city:	Plymouth
County:	Devon
Postcode:	PL1 3EG
Country:	England

1.3 The Committee The minimum number of committee members: 2

### 2. Objects

The object of the Association 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 *Objects*:

To do anything within the law that promotes the *Objects*

BUT the Committee shall work in partnership with the head teacher, or other appropriate members of the leadership team, to agree in advance any activities to be held on the school premises.

### 4. Membership

4.1 Members of the Association are the parents, guardians or carers of any pupil currently attending the school; or teaching and non-teaching staff currently employed by the school; or 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 Governing Body or the head teacher, 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
- 5.2 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 three. (A Quorum is the minimum number of members of an Association that must attend the meeting for it to be valid). 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 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 elect the committee members
  - 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 from at least ten members.

## **6. The committee**

- 6.1 All members of the Committee have control of the Association, its property and funds. The Committee members are referred to in this document as committee members.
  - 6.2.1 Committee members shall be elected at the AGM and shall hold office until the next AGM
  - 6.2.2 All committee members, except those who are co-opted, must be members of the Association

6.3.1 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

6.3.2 The number of co-opted committee members must be fewer than the total number of elected committee members

6.4 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.

6.5 A committee member (whether elected or co-opted) automatically ceases to be a committee member if he or she:

6.5.1 is disqualified under section 72 of the Charities Act 1993 as amended by the Charities Act 2006 from acting as a charity trustee

6.5.2 is incapable, whether mentally or physically, of managing his or her own affairs

6.5.3 ceases to be a member of the Association

6.5.4 resigns by written notice to the Committee but only if at least two committee members remain in office

6.5.5 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 his/her right to respond within 14 clear days, and the matter has been considered in light of any representations made

6.6 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.

6.7 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.

6.8 A technical defect in the appointment of a committee member of which the Committee are 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 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 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 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. 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 *Objects* (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 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 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 such remuneration is in the minority from time to 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

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 1993 as amended by the Charities Act 2006 as to the keeping of financial records, the audit or independent examination of 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 members

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 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. 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 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 could be distributed to a neighbouring school or schools as selected by the 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.

## **14. Interpretation**

14.1 In this Constitution:

- address: means a postal address or, for the purposes of electronic communication, a fax number, an e-mail 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
- the Chair: means the Chair of the Association elected at the AGM
- charity trustees: has the meaning prescribed by section 97(1) of the Charities Act 1993 as amended by the Charities Act 2006. 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 England and Wales: [charitycommission.gov.uk](http://charitycommission.gov.uk)
- the Committee: is the Governing Body of the Association and includes all elected and co-opted committee members
- committee member: means a Member of the Committee elected at the AGM by the Membership
- co-opted committee member: means a Member of the Committee appointed by the committee members in accordance with clause 6
- EGM: means a general meeting of the Members of the Association which is not an AGM

- fundamental change: means a change that would not have been within the reasonable contemplation of a person making a donation to the Association
- general meetings: means any AGM or EGM
- Governing Body: means the Governing Body of the school
- head teacher: means the head teacher or Principal of the school
- independent examiner: has the meaning prescribed by section 43(3)(a) of the Charities Act 1993
- Member and Membership: refer to Members of the Association as set out in clause 4
- months: means calendar months
- the *Objects*: means the charitable Objects of the Association set out in clause 2
- 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 Objects
- written or in writing: refers to a legible document on paper including a fax message or an electronic communication
- year: means calendar year

14.2 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.

<p><b>ADOPTED AT A MEETING HELD</b></p> <p>AT (Place): .....</p> <p>ON (Date): .....</p> <p>NAME: .....</p> <p>OCCUPATION: .....</p> <p>SIGNATURE: ..... (Name and signature of Chair of meeting)</p>	<p>WITNESS NAME: .....</p> <p>ADDRESS: ..... .....</p> <p>OCCUPATION: .....</p> <p>SIGNATURE: ..... (Name, address, occupation and signature of witness)</p>
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NAME	SIGNED	DATE