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## CONSTITUTION

Registered Charity No: 1116993

As approved at EGM 24<sup>th</sup> June 2006  
with Objects Clause as amended at EGM 21<sup>st</sup> Oct. 2006

adopted in Autumn Term 2006

<b>PROPONOWANA REWIZJA 2011</b>
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Rewizje – czerwonym drukiem.

Ref: CC Model Constitution for Charitable Associations GD3

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**YELLOW = Clauses which cannot be amended without agreement of CC (according to Para 22)**

**1. NAME**

The name of the Association (“the Charity”) is the POLISH PARENTS’ ASSOCIATION of Tadeusz Kosciuszko Polish **Saturday** School in Ealing.

**2. ADMINISTRATION**

Subject to the matters set out below, the Charity and its property shall be administered and managed **by a committee (“the Executive Committee”) comprising the officers and other members elected in accordance with this constitution ~~by the Executive Committee constituted by paragraph 7 below~~** The members of the Executive Committee shall be the Trustees of the Charity. [Matches CC model 17.1]

**3. OBJECTS**

The purpose of the Charity will be as follows:

To advance education of children attending the ~~Polish School of~~ Tadeusz Kosciuszko **Polish Saturday School** in Ealing, in particularly but not exclusively by maintaining and developing the school and providing resources and teaching where necessary.

**4. POWERS**

In furtherance of the above objects (“the Objects”), but not otherwise, the Executive Committee may exercise the following powers:

- (1) power to raise funds and to invite and receive contributions, provided that in raising the same, the Executive Committee shall not undertake any substantial permanent trading activities, and shall conform to any relevant requirements of the law;

- (2) power to buy, take on lease or in exchange any property necessary for the achievement of the Objects and to maintain and equip such property for use;
- (3) subject to any consents required by law, power to sell, lease, or dispose of all or any part of the property of the Charity;
- (4) power to employ such staff (who shall not be members of the Executive Committee) as are necessary for the proper pursuit of the Objects, and to make reasonable provision for their remuneration;
- (5) power to co-operate with other charities, voluntary bodies, and statutory bodies (including but not limited to the Polish Educational Society and the Polish Roman Catholic Church of our Lady Mother of the Church in Ealing) operating in furtherance of the Objects, or of similar charitable purposes, and to exchange information and advice with the same;
- (6) power to establish or support any charitable trusts, associations, or institutions formed for all or any of the Objects;
- (7) power to appoint and constitute such advisory committees as the Executive Committee may think fit;
- (8) in consultation with the Headteacher, where this is provided for in the Headteacher's Job Description, power to issue Regulations concerning the organisation of the School, including, but not limited to, the duties owed to the Charity by Children attending the School and similarly the duties owed by the Parents, Carers or Guardians of such Children;
- (9) in consultation with the Headteacher, power to control the admission of Children to the School and, if appropriate, require Parents, Carers or Guardians to withdraw the Children from the School;

[inserted from CC model 19. (h) (i) (j)]

- (10) power to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- (11) power to obtain and pay for such goods and services as are necessary for carrying out the work of the charity;
- (12) power to open and operate such bank and other accounts as the Executive Committee consider necessary and to invest funds and to delegate the management of funds in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;
- (13) power to do all such other lawful things as are necessary or desirable for the achievement of the Objects.

[insert from CC model 19.(2) and 19. (3)]

No alteration of this constitution or any special resolution shall have retrospective effect to invalidate any prior act of the Executive Committee

Any meeting of the Executive Committee at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Executive Committee.

5. MEMBERSHIP

- (1) Membership of the Charity shall be automatic and compulsory for the Parents, Carers or Guardians of Children who attend the School, all such Parents, Carers and Guardians to have one vote each.
- (2) ~~Each Member shall pay a~~ Membership shall be effected by the payment of an annual subscription for the Children attending the School, ~~payable annually or each term~~ of such amount as shall be laid down from time to time by the Executive Committee.
- (3) The Executive Committee shall have the right to terminate the Membership of a Member, whether for non-payment of their subscription or other good cause, but the Member concerned shall be entitled to put their case to the ~~to the~~ Executive Committee in person, with the assistance of a Friend, before any such decision becomes final.

6. HONORARY OFFICERS AND TRUSTEES [to match CC 17]

- (1) The ~~Honorary~~ Officers of the Charity shall comprise a Chairman, at least one Vice-Chairman, a Secretary and a Treasurer.
- (2) A Trustee must be a Member or former Member of the charity.
- (3) Only Members or former Members that have served on the Executive Committee, under any capacity, for at least one year prior to the election may stand for the position of Chairman. If there are no nominees fulfilling this requirement nominations will be permitted from Members and former Members who have not served on the committee.
- (4) Nobody shall be appointed as a member of the Executive Committee who, if appointed, would be disqualified under the provisions of paragraph 8 below.
- (5) ~~The Executive Committee shall consist of~~ number of Trustees shall be not less than nine ~~members~~, nor more than twenty, ~~members~~ with the number who are former Members of the charity not exceeding 3 or one quarter of the total number of Trustees, whichever is the greater.
- (6) A Trustee may not appoint anyone to act on his or her behalf at meetings of the Trustees [CC model 17.7]
- (7) For the avoidance of doubt, no member of the Executive Committee or any ~~Honorary~~ Officer shall be remunerated in any way by the Charity

7 EXECUTIVE COMMITTEE APPOINTMENT OF TRUSTEES [to match CC model 18.]

- (1) The Chairman ~~specified in paragraph 6 above~~, and ~~further other members of the Executive Committee shall be~~ elected at the Annual General Meeting.
- (2) The other ~~Honorary~~ Officers shall be appointed by the Chairman and members of the Executive Committee from amongst themselves at the first meeting of the Executive Committee after the Annual General Meeting.
- (3) All the members of the Executive Committee (except the Chairman) shall retire from office at the end of the Annual General Meeting next after the date on which they came into office, but ~~they may be re-elected or re-appointed shall be eligible for re-election at that Annual General Meeting~~. The Chairman will be elected for a term of 2 years and shall retire from office with effect from the second Annual General Meeting after his appointment, but shall be eligible for re-election.
- (4) The Trustees will hold office from the conclusion of the Annual General Meeting
- (5) ~~No-one may be elected a Trustee or Chairman at any Annual General Meeting unless at least 7 days prior to the meeting the Charity is given a statement signed by the person standing for election to confirm his or her willingness and eligibility to be appointed.~~
- (6) ~~The procedures for nomination of Trustees for election at the Annual General Meeting shall be according to the rules established by the Executive Committee.~~
- (7) ~~In the event of the resignation for any reason of the Chairman before the end of his 2 year term of office, a new Chairman shall be elected at the next Annual General Meeting or a Special General Meeting called for the purpose. The election of a new Chairman shall be according to the requirements for election of Trustees as stated in paragraphs 6 (Officers and Trustees) and 7 (Appointment of Trustees) of this Constitution.~~
- (8)
  - (i) Subject to the upper limit on numbers specified in sub-paragraph (1) above, the Executive Committee may ~~in addition~~ appoint not more than six co-opted members ~~as Trustees~~, provided that no-one may be so appointed if, as a result, more than one third of the members of the Executive Committee would be co-opted members.
  - (ii) Each appointment of a co-opted member shall be made at a special meeting of the Executive Committee called under paragraph 11 ~~[previously incorrectly given as 18]~~ below, and shall take effect from the end of that meeting, provided that if the appointment is to fill a place which has not then been vacated, the appointment shall run from the date when the post becomes vacant.

- (8) The proceedings of the Executive Committee shall not be invalidated by any vacancy among their number, or by any failure to appoint, or any defect in the appointment or qualification of a member.

## 8 DETERMINATION OF MEMBERSHIP OF EXECUTIVE COMMITTEE

A member of the Executive Committee shall cease to hold office if they:

- (1) are disqualified from acting as a member of the Executive Committee by virtue of section 72 of the Charities Act, 1993 (or any statutory re-enactment or modification of that provision);
- (2) become incapable by reason of mental disorder, illness, or injury of managing and administering their affairs;
- (3) are absent without the permission of the Executive Committee from all their meetings held within a period of six months, and the Executive Committee resolve that their office be vacated;
- (4) ~~they~~ notify to the Executive Committee a wish to resign (but only if at least three members of the Executive Committee will remain in office when the notice of resignation is to take effect).
- (5) lose a vote of confidence of the Executive Committee.

## 9 PROHIBITION OF PERSONAL INTEREST

- (1) No member of the Executive Committee shall acquire any interest in property belonging to the Charity (otherwise than as a Trustee for the Charity), or receive remuneration, or be interested (otherwise than as a member of the Executive Committee) in any contract entered into by the Executive Committee.
- (2) A Trustee may receive a benefit from the Charity in the capacity of a beneficiary of the Charity provided that a majority of the Trustees do not benefit in this way.
- (3) A Trustee may take part in the normal trading and fundraising activities of the Charity on the same terms as members of the public.

## 10 FUNCTIONS OF THE EXECUTIVE COMMITTEE

- (1) The duties and powers of the Chairman shall include:
  - (i) managing and overseeing the activities and proceedings of the Executive Committee;
  - (ii) communicating the decisions and recommendations of the Executive Committee to the Headteacher, other staff of the School, and the Members of the Charity;
  - (iii) representing the School in its external activities and dealings (other than those provided for in the Headteacher's Job

Description), including communication with other charities, voluntary bodies, and statutory bodies.

- (2) The duties and powers of the Executive Committee shall include:
  - (i) implementing the resolutions and (in so far as may be reasonably possible) recommendations of the Annual General Meeting;
  - (ii) ensuring that the School is provided with the financial, physical, and human resources necessary for its operation;
  - (iii) **procuring and maintaining all necessary insurances;**
  - (iv) in consultation with the senior teaching staff of the school, appointing the Headteacher;
  - (v) in consultation with the Headteacher, monitoring the method and content of teaching at the School;
  - (vi) providing help and support during each School day;
  - (vii) presenting a report to the Members, on the activities of the Association and Executive Committee, at the Annual General Meeting.

## 11 MEETINGS AND PROCEEDINGS OF THE EXECUTIVE COMMITTEE

- (1) The Executive Committee shall hold at least three ordinary meetings each academic year, one such meeting to take place each term.
- (2) A special meeting may be called at any time by the Chairman, or by any two members of the Executive Committee upon not less than four days' notice being given to the other members of the Executive Committee of the matters to be discussed, but if such matters include an appointment of a co-opted member not less than twenty one days' notice must be given.
- (3) The Chairman shall act as chairman at meetings of the Executive Committee, provided that if the Chairman is absent from any meeting, the Vice Chairman shall act as Chairman at the meeting. In the absence of both the Chairman and Vice Chairman the members present shall choose one of their number to act as chairman before any other business is transacted.
- (4) There shall be a quorum when at least one third of the number of members of the Executive Committee for the time being, or three members of the Executive Committee, whichever is the greater, are present at the meeting.
- (5) **No decision may be made by a meeting of the Executive Committee unless a quorum is present at the time the decision is purported to be made. [this is point 21.(6) from CC model]**
- (6) **If the number of members of the Executive Committee is less than the number fixed as the quorum, the continuing members or member of the Executive Committee may act only for the purpose of filling**

vacancies or of calling a General Meeting. [point 21.(9) from CC model]

- (7) Every matter shall be determined by a majority of votes of the members of the Executive Committee present and voting on the question, but in the case of equality of votes, the chairman of the meeting shall have a second or casting vote.
- (8) [From CC model 22] A member of the Executive Committee must:
  - (a) declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the charity or in any transaction or arrangement entered into by the charity which has not been previously declared; and
  - (b) absent himself or herself from any discussions of the Executive Committee in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the charity and any personal interest (including but not limited to any personal financial interest).
- (9) The Executive Committee shall keep minutes, in books kept for the purpose, of the proceedings at meeting of the Executive Committee and any sub-committee.
- (10) The Executive Committee may from time to time make and alter rules for the conduct of their business, the summoning and conduct of their meetings, and the custody of documents, provided that no rule may be made which is inconsistent with this Constitution.
- (11) The Executive Committee may appoint one or more sub-committees consisting of three or more members of the Executive Committee for the purpose of making any enquiry, or supervising or performing any duty or power which in the opinion of the Executive Committee could be more conveniently undertaken or carried out by a sub-committee, provided that all acts and proceedings of any such sub-committee shall be fully and promptly reported to the Executive Committee.
- (12) The Headteacher will be invited to attend the ordinary meetings of the Executive Committee, but will not have the right to vote.

## 12 RECEIPTS AND EXPENDITURE

- (1) The funds of the Charity, including all donations, contributions, and bequests, shall be paid into an account operated by the Executive Committee in the name of the Charity, at such bank as the Executive Committee shall from time to time decide.
- ~~(2) The Executive Committee shall have power to operate more than one bank account [remove as now covered in powers 4. (12)]~~
- (3) (2) All cheques and orders for the payment of money from any such account shall be signed by at least two members of the Executive Committee.

- (4) (3) The funds of the Charity shall be applied only in furthering the Objects

### 13 PROPERTY

- (1) Subject to the provisions of sub-paragraph (4) below, the Executive Committee shall cause the title to:
- (i) all land held by or on trust for the Charity which is not vested in the Official Custodian for Charities; and
  - (ii) all investments held by or on behalf of the Charity;
- to be vested either in a corporation entitled to act as custodian trustee, or in not less than three individuals appointed by them as holding trustees.
- (2) Holding trustees may be removed by the Executive Committee at their pleasure, and shall act in accordance with the lawful directions of the Executive Committee.
- (3) Provided they act only in accordance with the lawful directions of the Executive Committee, the holding trustees shall not be liable for the acts and defaults of ~~its members~~ the Executive Committee or of the Members of the Charity [as in CC model 29. (2)]
- (4) If a corporation entitled to act as custodian trustee has not been appointed to hold the property of the Charity, the Executive Committee may permit any investments held by or in trust for the Charity to be held in the name of a clearing bank, trust corporation, or any stock-broking company which is a member of the International Stock Exchange (or any subsidiary of any such stock-broking company) as nominees for the Executive Committee, and may pay such a nominee reasonable and proper remuneration for acting as such.

### 14 ACCOUNTS

The Executive Committee shall comply with their obligations under the Charities Act, 1993 (or any statutory re-enactment or modification of that Act) with regard to:

- (1) the keeping of accounting records for the Charity;
- (2) the preparation of annual statements of account for the Charity;
- (3) the auditing or independent examination of statements of account of the Charity; and
- (4) the transmission of the statements of account of the Charity to the Commission.

### 15 ANNUAL REPORT

The Executive Committee shall comply with their obligations under the Charities Act, 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Commission.

16 ANNUAL RETURN

The Executive Committee shall comply with their obligations under the Charities Act, 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Commission.

17 ANNUAL GENERAL MEETING

- (1) There shall be an Annual General Meeting of the Charity which shall be held in the month of November, in any event, not later than thirteen weeks after the beginning of the new academic year, or as soon as practicable thereafter.
- (2) The Annual General Meeting shall be called by the Executive Committee, and the Secretary shall give at least twenty one days' notice of the same to all Members.
- (3) All Members shall be entitled to attend and vote at the Meeting.
- (4) The Executive Committee shall present to the Annual General Meeting the report and accounts of the Charity for the preceding academic year, for their consideration and approval (or otherwise) by the Meeting.
- (5) The Annual General Meeting, amongst other things, shall elect, first, the Chairman and other members of the Executive Committee, and, secondly, a Committee of Internal Auditors.

18 SPECIAL GENERAL MEETINGS

All General Meetings other than Annual General Meetings shall be called Special General Meetings. [inserted from CC model 10.(3)]

- (1) A Special General Meeting may be called at any time:
  - (i) By the Executive Committee of its own initiative;
  - (ii) By the Committee of Internal Auditors;
  - (iii) By at least fifteen Members or one tenth of the membership, which ever is the greater requesting such a Meeting in writing to the Secretary stating the business to be considered.
- (2) The Secretary shall give at least twenty one days' notice of the Meeting to all Members, and the notice must state the business to be discussed.

19 PROCEDURE AT GENERAL MEETINGS

- (1) Before any other business is transacted at the General Meeting, the Members present shall appoint a Chairman, Secretary and Assessor of the Meeting.

- (2) The Secretary shall keep a full record of proceedings at the General Meeting.
- (3) There shall be a quorum when at least twenty five Members **or one twentieth of the membership whichever is the greater** for the time being are present at the General Meeting. **[inserted from CC 12.(1)]. No business shall be transacted at any General Meeting unless a quorum is present.**
- (4) **[insert from cc 12. (4) – 12. (6) ] If:**
  - (a) **a quorum is not present within half an hour from the time appointed for the meeting; or**
  - (b) **during a meeting a quorum ceases to be present,**

**the meeting shall be adjourned to such time and place as the Executive Committee shall determine.**

**The Executive Committee must re-convene the meeting and must give at least seven clear days' notice of the re-convened meeting stating the date time and place of the meeting.**

**If no quorum is present at the re-convened meeting within fifteen minutes of the time specified for the start of the meeting the Members present at the time shall constitute the quorum for that meeting.**
- (5) Every matter shall be determined by a majority of votes of the Members present and voting on the question, but in the case of equality of votes, the Chairman of the General Meeting shall have a second or casting vote.

## 20 COMMITTEE OF INTERNAL AUDITORS

- (1) The Committee of Internal Auditors shall comprise **up to three Members with, in the event of two or more members,** one Member being the Chairman of the Committee, and the other ~~two~~ Member(s) being Assistant(s).
- (2) The Member(s) comprising the Committee may not be member(s) of the Executive Committee.
- (3) The function of the Committee will be to review the financial activities of the Charity, and, for that purpose, they shall meet as often as required, in any event, not less than twice annually.
- (4) At the Annual General Meeting marking the end of their year of office, the Committee will deliver a report to the Meeting summarising the results of their review, and proposing to the Meeting such resolution or recommendation as they deem fit.

## 21 NOTICES

- (1) Any notice required to be served on any Member shall be in writing and shall be served by the Executive Committee or ~~Honorary~~ Secretary as follows:

[inserted from CC 31. (2)-(5)

- (a) personally; or
- (b) by sending it by post in a prepaid envelope addressed to the Member at his or her address; or
- (c) by leaving it at the address of the Member; or
- (d) by giving it using electronic communications to the Member's address.
- (e) by providing a Child attending the School with a copy of the written notice to be passed on to their Parents, Carers or Guardians; ~~alternatively~~

~~(3) — By sending the written notice through the post in a pre-paid letter addressed to the Member at their last known address in the United Kingdom, and any letter so sent shall be deemed to have been received within ten days of posting~~

- (1) A Member who does not register a valid address with the charity or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the charity.
- (2) A Member present in person at any meeting of the charity shall be deemed to have received notice of the meeting and of the purposes for which it was called.
- (3)
  - (a) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
  - (b) Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given.
  - (c) A notice shall be deemed to be given 48 hours after the envelope containing it was posted or, in the case of an electronic communication, 48 hours after it was sent.

## 22 ALTERATIONS TO THE CONSTITUTION

- (1) Subject to the following provisions of this paragraph, the Constitution may be altered by a resolution passed by no less than two thirds of the Members present and voting at a General Meeting.

- (2) The notice of the General Meeting must include notice of the resolution, setting out the terms of the alteration proposed.
- (3) No amendment may be made to paragraph 1 (the name of charity paragraph), paragraph 3 (the objects paragraph), paragraph 9 (Executive Committee members not to be personally interested paragraph), ~~paragraph 22 (the alterations to the constitution paragraph)~~, or paragraph 23 (the dissolution paragraph), ~~or this paragraph~~ without the prior consent in writing of the Commissioners.
- (4) (a) no amendment may be made which would have the effect of making the Charity cease to be a charity at law.  
  
(b) [CC model 7b] no amendment may be made to alter the objects if the change would undermine or work against the previous objects of the charity;
- (5) The Executive Committee shall ~~promptly~~ **within 21 days** send to the Commission a copy of any amendment made under this paragraph.

## 23 DISSOLUTION

- (1) Should the Executive Committee decide it necessary advisable or desirable to dissolve the Charity, they shall call a Special General Meeting of all Members, giving at least twenty one days notice and stating the terms of the resolution to be proposed.
- (2) If the proposal is confirmed by a majority of two thirds of the Members present and voting, the Executive Committee thereupon shall have power to realise any assets held by or on behalf of the Charity. **The members of the Executive Committee will remain in office as charity trustees and be responsible for winding up the affairs of the charity in accordance with this clause. [CC model 6.1]**
- (3) Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other charitable institution or institutions having objects similar to the Objects of Charity as the Members may determine, or, failing that, shall be applied for some other charitable purpose.
- (4) **In no circumstances shall the net assets of the charity be paid to or distributed among the Members of the charity. [CC model 6.5]**
- (5) **The Executive Committee must notify the Commission promptly that the charity has been dissolved. [CC model 6.6].** A copy of the statement of accounts, or account and statement, for the final accounting period of the Charity shall be sent to the Commission.