

**CONSTITUTION**

**OF THE**

**PRIORSFORD PRIMARY SCHOOL**

**PTA**

**To be registered as a Scottish Charitable Incorporated Organisation**

**with the Office of the Scottish Charity Regulator (OSCR)**

**(SC047466)**

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# A. NAME

1. The name shall be the Priorsford Primary School PTA hereinafter referred to as "the PTA".

# B. TYPE OF ORGANISATION

1. The PTA shall be registered with the Office of the Scottish Charity Regulator (OSCR) as a Scottish Charitable Incorporated Organisation (SCIO) and shall comply with the provisions of the Charities and Trustee Investment (Scotland) Act 2005 (see Section J below).

# C. CHARITABLE PURPOSES

1. The purpose of the Association shall be to promote the advancement of education in Priorsford Primary School, Peebles, by:
	1. Ensuring and enabling close co-operation and communication between parents and teachers, including the school's Parent Council.
	2. Studying and discussing matters of mutual interest relating to the education and welfare of pupils.
	3. Engaging in activities which support and advance the education of pupils attending the school.

**D.** **NON-DISCRIMINATION**

1. In carrying out its work, it shall be the policy of the PTA that it does not discriminate on the basis of race; age; colour; gender; gender identity and expression; sexual orientation; national origin; physical or mental disability; or religion.

**E. POWERS**

1. In pursuance of the Charitable Purposes set out in Section C above, the Trustees shall have discretionary powers, including but not limited to the following:-
	1. To undertake any activities in support of these Charitable Purposes.

* 1. To purchase, take on lease, hire or otherwise acquire, any property or rights which are suitable for the PTA’s activities.
	2. To improve, manage, develop, or otherwise deal with all or any part of the property and rights of the PTA*.*
	3. To effect insurance of all kinds.
	4. To invest any funds which are not immediately required for the PTA’s activities in such investments as may be considered appropriate; and to dispose of, and vary, such investments.
	5. To liaise with other voluntary sector bodies, churches and other religious institutions, local authorities, schools, Scottish Government departments and agencies, all with a view to furthering the PTA’s objectives.
	6. To support and subscribe to any appropriate activity which is consistent with, and supportive of the PTA's work.
	7. To take such steps as may be deemed appropriate for the purpose of raising funds for the PTA’s activities.
	8. To accept grants, donations and legacies of all kinds, and to accept any reasonable conditions attached to them.

**F. MANAGEMENT STRUCTURE**

1. The PTA shall adopt a single tier organisational structure whereby it is governed by a Management Board which shall be charged with exercising the powers outlined in Section E above in furtherance of the Purposes outlined in Section C above. The roles, responsibilities and processes of the Management Board are set out in the following sections of this constitution.

**G. THE MANAGEMENT BOARD**

1. The Trustees shall constitute the Management Board and shall bear ultimate responsibility for the work of the PTA and for ensuring that it complies with all its obligations as a Scottish Charitable Incorporated Organisation under Scottish Law.
	1. The statutory obligations of the trustees are set out in Section H. below.
	2. There shall be between five and seven trustees.
	3. The term of office of each trustee shall be one year, with the possibility of re-appointment.
	4. The first trustees under the new constitution shall be those listed in the application to the Office of the Scottish Charity Regular (OSCR) for registration as a SCIO.
	5. The trustees shall be responsible for appointing or reappointing trustees.
	6. Appointment as a trustee shall be by invitation of nominations from the current trustees/wider committee and be limited to parents/carers of children enrolled, and teachers working, in Priorsford Primary School. All nominations will require to be seconded prior to appointment. In the event of a tie, the trustees will be required to vote.
	7. The trustees shall periodically appoint, or reappoint a chair, a vice-chair, a treasurer and a secretary from within their number.
	8. The trustees shall have the power to establish sub-committees for specific purposes. Such sub-committees shall report to the Board.
2. A trustee will automatically cease to hold office if:
	1. he/she becomes disqualified from being a trustee under the Charities and Trustee Investment (Scotland) Act 2005;
	2. he/she becomes incapable for medical reasons of carrying out his/her duties as a trustee - but only if that has continued (or is expected to continue) for a period of more than six months;
	3. he/she becomes an employee of the organisation;
	4. he/she gives the organisation a notice of resignation, signed by him/her;
	5. he/she is absent (without good reason, in the opinion of the board) from more than three consecutive meetings of the board - but only if the board resolves to remove him/her from office
	6. he/she is removed from office by resolution of the board on the grounds that he/she is considered to have committed a material breach of the code of conduct for trustees (as referred to in clause 15.1);
	7. he/she is removed from office by resolution of the board on the grounds that he/she is considered to have been in serious or persistent breach of his/her duties under section 66(1) or (2) of the Charities and Trustee Investment (Scotland) Act 2005; or
3. A resolution under paragraph 8.6 or 8.7 shall be valid only if: -
	1. the trustee who is the subject of the resolution is given reasonable prior written notice of the grounds upon which the resolution for his/her removal is to be proposed;
	2. the trustee concerned is given the opportunity to address the meeting at which the resolution is proposed, prior to the resolution being put to the vote; and
	3. at least two thirds (to the nearest round number) of the trustees then in office vote in favour of the resolution.
4. The Management Board shall meet at least four times a year:
	1. Notice of a meeting shall be provided to all board members fourteen days beforehand.
	2. The agenda and all documentation shall be made available to all board members at least one week in advance of scheduled meetings.
	3. The agenda for each quarterly meeting shall include a review of updated management accounts to ensure adequate financial control and oversight.
	4. No valid decisions can be taken at a board meeting unless a quorum is present; the quorum for board meetings is 4 trustees.
	5. If at any time the number of trustees in office falls below the number stated as the quorum in clause 10.4, the remaining trustee(s) will have power to fill the vacancies or call a members' meeting - but will not be able to take any other valid decisions.
	6. The chair of the organisation should act as chairperson of each board meeting.
	7. The Board shall be chaired by the Chair, or in his/her absence the Vice-Chair. If the Chair and Vice-Chair cannot be present at a specific meeting, those members who attend the meeting shall elect a temporary chair from among those trustees present.
	8. Every trustee has one vote, which must be given personally.
	9. All decisions at board meetings will be made by majority vote.
	10. The following resolutions will be valid only if passed by not less than two thirds of those voting on the resolution at a members’ meeting (or if passed by way of a written resolution under clause 11):
		1. a resolution amending the constitution;
		2. a resolution approving the amalgamation of the organisation with another SCIO (or approving the constitution of the new SCIO to be constituted as the successor pursuant to that amalgamation);
		3. a resolution to the effect that all of the organisation’s property, rights and liabilities should be transferred to another SCIO (or agreeing to the transfer from another SCIO of all of its property, rights and liabilities);
		4. a resolution for the winding up or dissolution of the organisation.
	11. If there is an equal number of votes for and against any resolution, the chairperson of the meeting will be entitled to a second (casting) vote.
	12. A resolution put to the vote at a members' meeting will be decided on a show of hands - unless the chairperson (or at least two other members present at the meeting) ask for a secret ballot.
	13. The chairperson will decide how any secret ballot is to be conducted, and he/she will declare the result of the ballot at the meeting.
	14. The board may, at its discretion, allow any person to attend and speak at a board meeting notwithstanding that he/she is not a trustee - but on the basis that he/she must not participate in decision-making.
	15. A trustee must not vote at a board meeting (or at a meeting of a sub-committee) on any resolution which relates to a matter in which he/she has a personal interest or duty which conflicts (or may conflict) with the interests of the organisation; he/she must withdraw from the meeting while an item of that nature is being dealt with.
	16. For the purposes of clause 10.15:
		1. an interest held by an individual who is “connected” with the trustee under section 68(2) of the Charities and Trustee Investment (Scotland) Act 2005 (husband/wife, partner, child, parent, brother/sister etc) shall be deemed to be held by that trustee;
		2. a trustee will be deemed to have a personal interest in relation to a particular matter if a body in relation to which he/she is an employee, director, member of the management committee, officer or elected representative has an interest in that matter.
	17. The proceedings of each meeting shall be documented in draft minutes, which shall be cleared by the Chair and shared with all serving board members for approval at the following board meeting.
5. A resolution agreed to in writing (or by e-mail) by all the trustees, in their capacity as members of the organisation, will be as valid as if it had been passed at a members’ meeting; the date of the resolution will be taken to be the date on which the last trustee agreed to it.
6. At the beginning of the new financial year (see Section I below), the management Board shall review and approve the programme of activities for the following year, including proposed funding arrangements
7. Following completion of the financial year (see Section I below) the Management Board shall review and approve the following annual documents:
	1. The Annual Report of the Board for the preceding year.
	2. The Treasurer’s Report for the preceding year, including a financial statement, together with the results of an independent examination.
8. A Special Meeting of the Management Board shall be convened at any time upon the request of any three board members:
	1. Such a request shall be put in writing to the Chair, with copy to all board members.
	2. The convening and conduct of such a special meeting shall comply with Paragraph 10 above, in terms of advance notice, agenda, documentation and minutes.

# H. OBLIGATIONS OF THE CHARITY TRUSTEES

1. Each of the trustees shall have a duty, in exercising the functions as a trustee, to act in the interests of the PTA and, in particular, must:-
	1. Comply with the code of conduct prescribed by the board from time to time
	2. Seek, in good faith, to ensure that the PTA acts in a manner which is in accordance with its purposes.
	3. Act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person.
	4. In circumstances giving rise to the possibility of a conflict of interest between the PTA and any other party put the interests of the PTA before that of the other party.
	5. Where any other duty prevents him/her from doing so, disclose the conflicting interest to the PTA and refrain from participating in any deliberation or decision of the other Board members with regard to the matter in question.
	6. Ensure that the PTA complies with any direction, requirement, notice or duty imposed under or by virtue of the Charities and Trustee Investment (Scotland) Act 2005.
2. In addition to the duties outlined in Paragraph 15 above, all of the trustees shall take such steps as are reasonably practicable for the purpose of ensuring:
	1. That any breach of any of those duties by a board member trustee is corrected by the member concerned and not repeated; and
	2. That any trustee who has been in serious and persistent breach of those duties is removed as a trustee.
3. Provided he/she has declared his/her interest - and has not voted on the question of whether or not the PTA should enter into the arrangement – a trustee shall not be debarred from entering into an arrangement with the PTA in which he/she has a personal interest; and, subject to paragraph 18 and to the provisions relating to remuneration for services contained in the Charities and Trustee Investment (Scotland) Act 2005), he/she may retain any personal benefit which arises from that arrangement.
4. No trustee shall serve as an employee (full time or part time) of the PTA; and no trustee may be given any remuneration by the PTA for carrying out his/her duties as a trustee.
5. The trustees shall be paid all travelling and other expenses reasonably incurred by them in connection with carrying out their duties; this shall not include expenses relating to their attendance at meetings.
6. A trustee shall not vote at a board meeting (or at a meeting of a sub-committee) on any resolution which relates to a matter in which he/she has a personal interest or duty which conflicts (or may conflict) with the interests of the PTA; he/she shall withdraw from the meeting while an item of that nature is being dealt with.
7. For the purposes of paragraph 20:
	1. An interest held by an individual who is “connected” with the trustee under section 68(2) of the Charities and Trustee Investment (Scotland) Act 2005 (husband/wife, partner, child, parent, brother/sister etc.) shall be deemed to be held by that trustee;
	2. A trustee shall be deemed to have a personal interest in relation to a particular matter if a body in relation to which he/she is an employee, director, member of the management committee, officer or elected representative has an interest in that matter.
8. The Management Board shall keep an up-do-date register of trustees, setting out:
	1. For each current trustee: his/her full name and address; the date on which he/she was appointed as a trustee; and any office held by him/her in the PTA;
	2. For each former trustee, for at least 6 years from the date on which he/she ceased to be a trustee: the name of the trustee; any office held by him/her in the PTA; and the date on which he/she ceased to be a trustee.
9. If any person requests a copy of the register of trustees, the Board shall ensure that a copy is supplied to him/her within 28 days, providing the request is reasonable:
	1. If the request is made by a person who is not a trustee of the PTA, the Board may provide a copy which has the addresses blanked out, if the Board is satisfied that including that information is likely to jeopardise the safety or security of any person or premises.

# I. FINANCIAL MANAGEMENT

1. The PTA's financial year shall be 1st September to 31st August.
2. The PTA shall operate at least one bank account in the name of the Priorsford Primary School PTA, established by the Board at a suitable bank.
3. Operation of any such bank accounts shall be as follows:
	1. The Board shall determine who shall have signatory authority over the account or accounts while ensuring that a majority of potential signatories are trustees.
	2. Disbursements from the accounts shall require the signature of any two signatories, of which at least one shall be a trustee.
	3. No signatory shall him/herself receive a payment which he/she has him/herself approved.
	4. Where the PTA uses internet banking facilities to manage any bank account, the single authorisation sometimes required for internet-based operation of such an account shall be substantiated by an internal dual-approval process which is consistent with the approach reflected in this paragraph. Such dual approval shall be documented for each transaction.
4. The Board may establish and maintain a Reserve Fund, for the purposes of building up a cash reserve for ongoing commitments and/or significant unexpected expenditures.
	1. The level of any such Reserve Fund shall be determined by the Board from time to time.
	2. The management of any such Reserve Fund shall be accounted for separately in the PTA’s account.
5. The Board shall ensure that proper accounting records are kept, in accordance with all applicable statutory requirements.
	1. In doing so it shall distinguish between 'unrestricted' and 'restricted funds', namely those contributed to the PTA for a specific purpose (see E5.9 above).
	2. Restricted funds shall in turn also be accounted for in terms of each separately identified purpose.
	3. Unutilised restricted funds shall only be disposed of after appropriate consultation with the contributor concerned.
6. The Treasurer shall prepare and the Board shall approve an annual statement of accounts which shall:
	1. Comply with all relevant statutory requirements, which includes the correct format of the accounts for public accountability
	2. Include appropriate external scrutiny by a suitably qualified independent examiner. Depending on circumstances, such external scrutiny may take the form of an independent examination or a full audit.
7. In accordance with paragraph 10, the Treasurer shall prepare and the Board shall approve a provisional budget for the next year in the first quarter of the year.

# J. INTERPRETATION

1. References in this constitution to the Charities and Trustee Investment (Scotland) Act 2005 should be taken to include:

* 1. Any statutory provision which adds to, modifies or replaces that Act; and

* 1. Any statutory instrument issued in pursuance of that Act or in pursuance of any statutory provision falling under paragraph 31.1 above.
1. In this constitution: -

* 1. “Charity” means a body which is either a “Scottish charity” within the meaning of section 13 of the Charities and Trustee Investment (Scotland) Act 2005 or a “charity” within the meaning of section 1 of the Charities Act 2006, providing (in either case) that its objects are limited to charitable purposes;
	2. “Charitable purpose” means a charitable purpose under section 7 of the Charities and Trustee Investment (Scotland) Act 2005 which is also regarded as a charitable purpose in relation to the application of the Taxes Acts.

# K. AMENDMENTS TO THIS CONSTITUTION

1. This constitution may be amended by a two-thirds vote of all serving trustees:
	1. Consideration of such an amendment shall comply with the provisions for meetings of the Management Board set out in Section G above, including fourteen days' notice of the meeting at which the vote will be taken.
	2. A draft of the amendment shall also be notified to all serving trustees fourteen days in advance of the meeting.
	3. Approval of any such amendment to the constitution shall also require the consent of the Office of the Scottish Charity Regulator (OSCR), which shall be obtained within three months of the trustees' decision.
2. Any constitutional amendment which may change the Purposes outlined in Section C above shall require the prior consent of the OSCR.

# L. DISSOLUTION

1. The PTA may be dissolved by a two-thirds vote of all serving trustees:
	1. Such a decision shall take place only with the consent of the Office of the Scottish Charity Regulator (OSCR), on the basis of an application which complies with OSCR's requirements applicable at the time.
	2. Notice of the planned dissolution shall then be posted on the OSCR website.
2. In the event of dissolution, the Trustees shall assign any balance of assets and funds to the purposes identified in Section C of this constitution, after having discharged all outstanding liabilities.

# M. ADOPTION

1. This constitution for the Priorsford Primary School Parent Teachers Association was adopted in principle by the prospective trustees on 24th April 2017, together with a decision to seek its registration as a new Scottish Charitable Incorporated Organisation.
2. The provisions of this new constitution shall take full effect from the date of registration of the new trust by the Office of the Scottish Charity Regulator.