

- 5.5 It should be noted that the required majority is not a majority of the members present at the meeting but of the votes cast.
- 5.6 The casting vote given to the person who is in charge of the meeting is intended to enable the meeting to proceed with its business. It is usual for the casting vote to be made in favour of allowing further debate on the matter on a future occasion.
- 5.7/5.8 An **AGM** is essential to the running of the **association**. **AGMs** give a regular opportunity for members to review **the association's** activities.
- 5.8.4 It is unlikely that a requirement exists for **the association's** accounts to be independently examined or audited. However, Parentkind does recommend this as best practice to ensure there is complete transparency on how funds are raised and spent. For further information on auditing arrangements required by the Charity Commission, please refer to Clause 10.
- 5.8.5 A Patron, President or Vice-President has no constitutional responsibilities meaning they cannot vote at committee meetings. However, they may be invited to address members or to represent **the association** on formal occasions or when seeking public support.
- 5.9 If an urgent or important matter (such as the amendment of the constitution) which must be decided at a **general meeting** cannot conveniently be dealt with at an **AGM**, then an additional meeting needs to take place. This meeting is called an extraordinary general meeting.

6. THE COMMITTEE

The committee is the charity's **governing body**.

At start up and prior to the first **AGM**, when formal elections can be held, a steering group can be formed by the people that are listed in clause 4.1.

An **AGM** and formal elections should be held as soon as possible after start up. If an **AGM** is held to adopt this constitution this would also provide an opportunity to hold elections. Those who start as **committee members/trustees** and any people who are subsequently appointed at an **AGM** must be members (under clause 4.1). Co-opted members, who are not appointed at the **AGM**, are not required to be members, but if they wish to be elected to **the committee** at the next **AGM**, they must be a **member**. Every **committee member/trustee**, however appointed, is legally a **charity trustee** and owes a duty towards the charity (in this case, **the association**) rather than to whoever has made the appointment. Under section 334 of the Charities Act 2011 or any substantial re-enactment a **written** memorandum should be executed whenever a **committee member/trustee** is elected or appointed. This can be done by recording the outcome in the minutes of the **AGM** at which the election of **committee members/trustees** takes place.

- 6.2 This provides for **the committee members/trustees** to be elected each **year** at the **AGM**.
- 6.3 It is usually helpful to allow **the committee** to co-opt a number of its members, for example to fill a vacancy that arises during the **year** or enlist members with particular skills. The total number of **co-opted committee members/trustees** must not be more than 50% of the total number of all other **committee members/trustees**. So, if your committee has eight **committee members/trustees**, it is possible to have up to four **co-opted committee members/trustees**.

- 5.4 **The Chair** or (if **the Chair** is unable or unwilling to do so) some other **committee member/trustee** elected by those present is in charge of a **general meeting**.
- 5.5 Except where otherwise provided in this constitution (Dissolution: clause 13), 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 12 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 **AGMs**.
- 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/trustees** on **the association's** activities since the previous **AGM**
 - 5.8.3 elect **the committee members/trustees**
 - 5.8.4 appoint an **independent examiner** or auditor for **the association** if this is needed
 - 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 A **general meeting** may also be called for special or extraordinary reasons (called an extraordinary general meeting or **EGM**). In addition to being called by committee members, these can be called by members of **the association**. This requires a request in writing to **the committee** from 10 or more members. As a result, **the committee** must call an **EGM** (give all members of **the association** notice of the **EGM**) within 21 days of the **written** requests being received from members. This **EGM** must happen within three months of the **written** requests being received. (This timeframe is designed to make allowances for school holidays.)

6. THE COMMITTEE

- 6.1 All members of **the committee** are trustees of the charity and have control of **the association**, its property and funds. **The committee** members are referred to in this document as **committee members/trustees**.
- 6.2 **Committee members/trustees** shall be elected at the **AGM** and shall hold office until the next **AGM**.
- 6.3 All **committee members/trustees**, except those who are co-opted, must be members of **the association**.
- 6.4 **Committee members/trustees** shall have the power to co-opt **committee members/trustees** at any time, and **co-opted committee members/trustees** shall serve until the date of the next **AGM**.
- 6.5 The number of **co-opted committee members/trustees** must not be more than 50% of the total number of **committee members/trustees**.