



Writing A Constitution

A constitution is a written document that sets out the rules by which a group is run. It tells people:

- What the group does and where it does it
- Who can be a member
- How members can be involved, attend meetings, vote, etc
- How the group is run, whether there is a committee and working groups

Groups often find they need a constitution before they can apply for money. The constitution tells a funder that it is properly organised and has rules to account for how the money will be spent.

Your constitution should include the following information:

- Name of the organisation
- Objects of the organisation – its aims, objectives or purpose
- Powers of the organisation – how objects will be achieved
- Membership – who can join and how
- Meetings and committees
- Officers
- Money
- Changes and closing down

Name of your organisation

Your name is important so spend some time on it. Consider whether it could be misleading, confused with another similarly named group or the initials spell something offensive.

Make sure that no-one else locally has the same name. You can check the registers of charity names at www.charitycommission.gov.uk and company names at www.companies-house.gov.uk.

Objects

This covers what the group wants to do and must be of a charitable or benevolent nature. Consider not only what you want to do now, but also what you may want to do in the future. This is the most difficult to change but also the most likely, so keeping your objects broad means that you can stop providing an activity or take on something new without changing your constitution.

Your objects also need to include what area you want to cover. It could be the district, a single ward, a parish, an estate, anywhere that people can recognise and identify. Adding '... and surrounding area' allows some flexibility as you may want to grow in the future.

Powers

This covers what the group is allowed to do to run its activities and meet its objects. Remember that your group may become bigger or change so you should include a broad range of powers. You don't have to do everything listed but it's there in case you need to.

You will usually need to consider the power to:

- Raise money
- Recruit volunteers
- Employ staff
- Buy or lease premises and equipment
- Carry out research
- Enter into contracts
- Decide the membership and set any membership fee
- Work in partnership with other organisations
- Do anything else within the law that's necessary to achieve the objects

Membership

All groups have members and it's the members who essentially own and control it.

You need to decide:

- Who can be a member of the organisation? Depending on your objects you may want to restrict membership, for example, people living in a certain area, older people, disabled people, etc
- Is there a membership charge and who decides how much?
- What does being a member entitle you to?
- Will you want or need different types of membership – young, family or group members? If so, do they all have a vote?
- How will you record the membership?
- How does someone stop being a member?
- How does the group take away someone's membership?

Meetings

Meetings are the places where you discuss the work of your organisation and make decisions. In very small organisations decisions may be taken by all the members meeting together.

A larger organisation usually finds it easier to elect a committee to run its day to day activities and to take decisions on behalf of the members. Your constitution should have rules to cover both general and committee meetings.

General meetings are open to all members. You must have at least one meeting a year known as the Annual General Meeting (AGM)

You may also decide to include a minimum number of other meetings per year. Either way, the committee can hold other meeting if it feels they are needed.

The constitution should set down:

- The minimum number of meetings you will have and when you will have them
- How much notice you have to give members that a meeting is taking place
- How many members have to be at a meeting before the meeting can go ahead (known as the quorum)
- Who can vote and how? Is a simple majority enough or do you want two-thirds? If someone can't attend, can someone else vote on their behalf?
- How members (as opposed to the committee) can call a meeting. You usually give a minimum number who need to request it

Annual General Meeting (AGM) – The place where you deal with the formal business of your groups such as the annual report, the statement of your finances, the general work of the organisation and electing the committee for the next year. This is also listed in the constitution.

Committee meetings – Most organisations will have a committee to manage their day to day activities. In a charity the members of the committee are called trustees and in a company they are directors

You will decide:

- How many committee members are needed – what's the minimum and maximum number? Three is usually the minimum and twelve the maximum for small groups
- When are they elected (normally at the AGM)?
- How long are they on the committee before needing to be re-elected? Will everyone stands down every year, or just a proportion of them?
- Do you need to have reserved places for anyone, say from a funding body or from the people who run the building you meet in?
- What if someone leaves during the year? Do you want to be able to ask people to join your committee before your next AGM (co-opting)? Anyone you co-opt becomes a full member of the committee and fully responsible for the activities of the group

This information sheet is provided as a guide and should only be used for reference

- How can you remove a committee member and why?
- How often will the committee meet in a year? Who calls the meetings and what notice needs to be given
- What is the minimum number of people that need to be at a meeting for the meeting to go ahead and make decisions (quorum)?
- Can the committee set up sub or working groups and how many should be on them?

Officers

Committees usually have named officers that can carry out some of the tasks on their behalf. These are usually a chair, secretary and treasurer. You may also want a president, vice chair or publicity officer, etc.

You also need to decide how they are chosen. Are they all elected at the AGM, all appointed by the committee at its first meeting or is the chair elected at the AGM and the other posts decided at a committee meeting?

Money

You will need to include a section on dealing with money, which would include:

- Opening a bank or building society account
- Who can sign cheques and number of cheque signatories – usually two
- Who can enter into agreements or order items on behalf of the committee
- Whether any members or anyone on the committee can be paid for their services. This is usually not allowed except for reasonable out of pocket expenses
- A requirement to have your accounts independently examined each year. Only use the word auditor if you are required by law to have a full audit otherwise you will land the group with an unnecessary expense.

Changing your constitution

No matter how well written you may, in the future, need to change or add to your constitution. You need a section to allow for this.

Usually, changes are considered by a special general meeting of all the members and you need give details of how you will arrange the meeting and how much notice you will give.

Some groups need more of the members to be at the meeting than at a 'normal' meeting and for there to be a bigger majority in favour of change. This is because all members joined under the existing rules and you need to be certain that most members are in favour of the change.

Closing down the organisation

There may come a time when you need to close down the organisation. It may not have the support anymore, another group may have taken on most of your activities or circumstances may just have changed.

You will need rules similar to those for changing the constitution around calling a special meeting to discuss the proposal.

You will also need to include something about what happens to any money or equipment that is left after the organisation has paid off any debts. Usually, you would give anything left to a similar group or a charity if you can't find a similar group. Funders will want to see that the money isn't just shared out amongst the remaining members.

If you are winding up because of lack of support, you may find you don't have enough people at the special general meeting to make a decision. If this happens, you would usually call a second meeting and make a decision based on a simple majority of the members who turn up.

Writing and adopting the constitution

Once the committee has decided the basic principles about quorums, minimum numbers and so on, a small working group can draw up the constitution.

Then you will need to call a special public meeting so that the draft can be finally agreed (and changed if necessary) by all of the members at the meeting.

When the constitution is finally agreed by the members, it should be signed by all of the people on the committee. You must also include the date and place of the meeting that it was agreed at.

The signed constitution is a very valuable document and must be kept in a safe place. All committee members should be given a copy when they join the committee. Always keep the original and use copies to support any funding applications, etc.