

## **Example of model constitution for small-medium sized groups**

### **1. Name**

The name of the group shall be (Hereinafter called "the Group")

### **2. Objects**

The objects of "the Group" shall be:-

- a)
- b)

### **3. Membership**

Membership shall be open, irrespective of age, political party, gender, nationality, religious opinion, sexual orientation, disability or ethnic background.

### **4. Termination of Membership**

Any member wishing to resign from the group shall give notice in writing to the Secretary.

### **5. Management**

The General Management of the Group shall be in the hands of the Officers and Executive Committee elected by the majority of the members attending the Annual General Meeting. The Officers of the group shall be a Chair, Vice-Chair, Treasurer and Secretary.

### **6. Finance**

The group should have a bank account, for which three (3) signatures should be nominated. Two officers should be required to sign cheques. An annual financial report should be presented at the AGM, audited by an independent accountant.

### **7. Dissolution**

- i) If the Officers and elected Committee of the Group decided by a majority that it is advisable to dissolve the Group it shall call a meeting of all voting members of the Group. Notice of this meeting will be at least 21 days. If, at the meeting, a motion to dissolve the Group is passed by a majority vote the Committee shall have the power to dispose of any assets held in the name of the Group.
- ii) Any assets remaining, after all outstanding debts have been paid, shall be transferred to another group in the area with similar aims. If no such group can be agreed upon then the assets remaining should be handed to the Charity Commissioners for disposal. At no time will any members of the Group be entitled to any share of the assets of the Group.

### **8. Alteration to the Constitution**

Any proposal to alter the constitution must be delivered, in writing, to the Secretary of the Group, not less than 28 days before the General meeting at which it is to be considered.

Any alteration will require the approval of a majority vote at the Annual or a Special General Meeting.

Notice of any such meeting must be given not less than 14 days prior to the meeting in question and state the wording of the proposed alteration.

# Example of Constitution of a Charitable Unincorporated Association

This is written in legal language, if you do not understand it speak to someone who can explain it.  
[?] = Number to be determined by your nominated committee and entered into the document at time of adoption.

## 1. Name

The Name of the Charity is

## 2. Objects

The Objects of the Charity ("the Objects") are:

## 3. Powers

In furtherance of the Objects but not otherwise the Charity may:

- Employ and remunerate such staff (who shall not be members of the Executive Committee) as are necessary for the proper pursuit of the objects;
- Acquire and dispose of property (subject to any consents required by law);
- Invest funds in any lawful manner provided that professional investment advice is obtained whenever it is prudent to do so;
- Borrow money with or without giving security (subject to any consents required by law)
- Raise funds by any lawful means except permanent trading;
- Accept gifts either for the general purposes of the Charity or for a specific purpose within or connected with the Objects;
- Do anything else within the law, which is necessary in carrying out the Objects.

## 4. Membership

- Membership of the Charity is open to any individual or organisation who is interested in furthering the Objects and who completes an application form as prescribed by the Executive Committee.
- Every member must pay an annual subscription of such amount as the Executive Committee decides from time to time.
- Every individual member and the appointed representative of every organisation in membership have one vote at General Meetings of the Charity.
- A member may resign his, her, or its organisational membership at any time and a member who is three months in arrears with his, her, or its subscription is deemed to have resigned but may rejoin on payment of the arrears.
- If the Executive Committee considers that a member's conduct is harmful to the Charity it may, by resolution, require the member concerned either to resign or to put his, her, or its case to a meeting of the Executive Committee.
- Where the Executive Committee is satisfied after hearing the case put by, or on behalf of, the member concerned that the member should leave the Charity it may terminate that membership by written notice and that notice is final.
- The Executive Committee may make provision for non-voting categories of membership including junior membership, associate membership and honorary membership, and set the subscriptions payable (if any).
- The Executive Committee must keep a list of members in each category.

## **5. General Meetings**

- There must be an Annual General Meeting of the members of the Charity once in every calendar year.
- At the Annual General Meeting the members will:  
Receive the Executive Committee's report for the previous year;  
Receive the Treasurer's report and accounts for the previous year;  
Elect the Executive Committee for the following year;  
Discuss and advise the new Executive Committee on matters of policy for the Charity;  
Determine any other matter of which notice has been given.
- A Special Meeting of the members of the Charity may be held at any time if called by the Executive Committee or if at least [?] members of the Charity make a written request to the Executive Committee.
- A Special General Meeting must be called within two weeks of such a request.
- A General Meeting requires 28 days' notice to be given to the members specifying the matters to be dealt with.
- A quorum at a General Meeting is [?] members present in person or a minimum of one third of the membership, whichever is the smaller number. If there is no quorum the meeting may be adjourned for at least 14 days and the number present at the adjourned meeting if at least three will constitute a quorum for that meeting.
- The Chairman of the Executive Committee or in their absence some other person elected by the meeting takes the chair at General Meetings.
- Except where this constitution provides for a larger majority on a specific question, every question is decided by a majority of the votes cast. In the case of equality of votes the Chairman has a second or casting vote.

## **6. Executive Committee: Composition**

- The Executive Committee ("the Committee") is the body responsible for the management of the Charity.
- The Committee consists of a minimum of three [the minimum can be more than three but never fewer] and a maximum of [? ] individuals who are either members of the Charity or the appointed representatives of organisations in membership.
- The members of the Committee are elected annually at the Annual General Meeting and normally hold office until the end of the Annual General Meeting the following year.
- A member of the Committee who resigns by written notice to the Committee, who is absent from three consecutive meetings of the Committee or who is disqualified by law from acting as a charity trustee, ceases automatically to be member of the Committee.
- Casual vacancies in the Committee may be filled by the Committee by co-option, and a co-opted member will have the same voting powers and hold office for the same period as the Committee member he or she replaces.

## **7. Executive Committee: Procedures**

- The Committee must meet at least [four] times in every calendar year. A special meeting of the Committee may be called at any time on [seven] days' notice. A quorum at Committee meetings is three [the quorum may be greater than three but not fewer]
- At the first meeting of the Committee in every year the members must appoint from among themselves a Chairman, a Treasurer and such other honorary officers as they think fit.
- Every question is decided by a simple majority of the Committee members present and voting at a meeting. In the case of equality of votes the Chairman of the meeting has a second or casting vote.
- The Committee may appoint sub-committees including at least two Executive Committee members to advise them or to carry out specific tasks in the management of the Charity but sub-committees must always report back to the Committee as soon as possible.
- The Committee must keep minutes of its meetings and proceedings and keep safe all records relating to the Charity.

- The Committee may make rules to govern its own proceedings and the proceedings of sub-committees so long as they are not inconsistent with the provisions of this Constitution.

## **8. Executive Committee: Composition**

- Every candidate for election to the Committee must be nominated and seconded by members of the Charity and must give his or her consent to stand for election.
- Written nominations and consents must be sent to the Committee within [seven] days of the notice calling the Annual General Meeting. Candidates for election can be nominated at the Annual General Meeting.
- No person who has been an elected member of the Committee for five consecutive years is eligible for re-election for the immediate following year but may (if duly qualified) stand again for election at the Annual General Meeting in the subsequent year.

## **9. Finance**

- All funds of the Charity, including all donations, contributions and bequests, shall be paid into an account operated by the Committee in the name of the Charity and all funds must be used in furthering the Objects.
- No member of the Committee may be employed by the Charity or receive any payment or other benefit from its funds except for reasonable out of pocket expenses properly incurred for the purposes of the Charity.
- The Committee is responsible for the keeping of books of accounts and for the preparation of an annual report and annual statement of accounts for the Charity, copies of which must be sent to the Charity Commissioners as required by law.
- The Committee is responsible for arranging for the account of the Charity to be audited by a registered auditor or, so long as the income or expenditure for the year in question does not exceed £100,000 examined by an independent examiner.
- The Committee shall maintain one or more accounts in the name of the Charity at a bank or building society. All withdrawals from the Charities accounts must be authorised and signed by at least two members of the Committee.

## **10. Property**

- Subject to the provisions of sub-clause (2) of this clause, the Executive Committee shall cause the title to all land held by or in trust for the charity which is not vested in the Official Custodian for Charities and all investments held by or on behalf of the charity to be vested in a corporation entitled to act as custodian trustee or in not less than three individuals appointed by them as holding trustees. 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. 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.
- 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 nominee for the Executive Committee, and may pay such a nominee reasonable and proper remuneration for acting as such.

## **11. Notices**

- Whenever notice has to be given to the members of the Charity under the provisions of this Constitution it must be delivered either by hand or by first class post to each member's last known address in the UK.
- Whenever any notice is required to be given to the Committee it must be delivered by hand or sent by post to the Secretary
- Whenever any notice is given by post it is deemed to have been received 48 hours after posting.

## **12. Amendment of Constitution**

The provisions of this Constitution may be amended at a General Meeting by resolution passed by two thirds of the members present and voting but:

- Notice of the terms of the proposed amendment must be given with the notice calling the meeting;
- No amendment will be valid if it would alter the Objects;
- No amendment will be valid if its effect would be that the Charity ceased to be a charity according to English Law.
- No amendment may be made to clause 1 (the name), 2 (the objects), 9.2 (trustees not to be remunerated), 13 (dissolution) or this clause without the prior consent in writing of the Commissioners.

## **13. Dissolution**

- The Charity may be dissolved at a General Meeting by a resolution passed by two thirds of the members present and voting.
- In the event of dissolution, the members of the Committee holding office will remain responsible for the orderly winding up of the affairs of the Charity.
- After paying or making provision for all debts and liabilities of the Charity the Committee shall transfer any remaining assets to one or more registered charities having objects similar to the Objects chosen either by the members in General Meeting at the time of dissolution or afterwards by the Committee.
- The Committee shall send a final statement of account to the Charity Commissioners.

## **14. Disputes**

- Any dispute as to the interpretation of this Constitution or as to the propriety of any action taken or proposed by one or more members of the Committee may be resolved by unanimous decision of the Committee or referred to an independent adviser or mediator.

**This Constitution was adopted at a [Public] Meeting held at  
on**

**Signed:  
Chair of Meeting**