

Constitutions

A step-by-step guide to writing a constitution for a small community group.

A constitution is simply the aims and rules that your group will use. It's a statement of what your group is going to do and how it is going to do it. It is important because:

- ♦ Without this written understanding people can easily find themselves at cross purposes and the jobs won't get done
- ♦ It will serve as a reference, and help to resolve problems in times of controversy
- ♦ Outsiders, especially potential funders, will want to see that your group is democratic and accountable. This involves having a clear procedure by which decisions are made.

This information sheet will help you to draw up a constitution for an unincorporated association such as a Residents' Association or other volunteer run community group. It will work well for you if you want a simple, uncomplicated structure to guide your group. It is not suitable if you are employing workers, buying premises or dealing with large amounts of money. For more information about different legal structures, see our page on *Not-for-profit organisations*.

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Plan your constitution

It is important to try and get a constitution that actually reflects the way in which you want to do things. There is no point in lumbering yourself with a lot of bureaucracy you don't want, or writing down loads of things you don't intend to do, simply because you think they are what people expect.

Constitutions usually cover the following areas. Discuss each of these with your group, and take notes. The decisions you make will help you write your constitution.

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Name of organisation

Do you want a name that reflects the area you are based in, what you are doing, or both? Does it need to be 'catchy' so people easily remember it?

Aims

Your aims, sometimes called objectives or objects, are a statement of your long term goals: what you want to achieve and how you want to achieve it. This is probably the most important part of your constitution and needs to be very clear.

Discussing your aims and objectives will help you to make sure that everyone in the group agrees on the purpose of the group and what it will be doing. If your aims are clearly written, you can use them to let others know what your group is about.

Your aims should include information about the area you are working in, who will benefit from the activities of the group, and how they will benefit.

Do you have charitable aims?

If your aims are charitable, this will mean that your group is a charity (even if you have not registered with the Charity Commission). Charities have to comply with charity law. You can find out more about this in our sheet on *Charity Registration*.

If you are trying to set up a charity, make sure your constitution is acceptable to the Charity Commission by using their model constitution.¹ Read our information on *Finding a legal structure to suit your group* for more help.

¹ https://www.gov.uk/government/uploads/system/uploads/attachment_data/file/517016/GD3.pdf

Members

You need to decide who will be entitled to be a member of your group.

This could be:

- ♦ everyone who pays a membership fee; or
- ♦ everyone who lives in a certain area; or
- ♦ all users and volunteers at the project; or
- ♦ anyone who supports the aims of the group and participates in its activities

Will there be a membership fee?

Whether you have a membership fee is entirely up to you. The advantages are that it makes it very clear who is a member (the people who have paid) and it raises a bit of money. The disadvantages are that it may put people off and that it can be fiddly to collect the money.

If you choose to have a fee, will it be weekly, monthly or yearly?

How much will it be? You could decide this each year at your AGM, but remember to put this in your constitution.

How can people join?

In some organisations people become members automatically when they move into an area, start volunteering or using the services that the group provides.

Alternatively, you could have a membership form that people fill in when they want to join. You need to decide who they must give this to, and if they become a member when they hand in the form, or if their membership has to be approved by a meeting of the committee or the group.

Even if you plan to have a very open membership it is a good idea to have a membership list. It is then clear who you mail about meetings, who can come, and who can vote.

Ceasing to be a member

When will somebody stop being a member? Will it be:

- ♦ When they move out of the area?
- ♦ When they stop volunteering or attending activities?
- ♦ When they have not paid any membership for a set period of time?
- ♦ When they have done something that goes against the aims of the group?

Equal opportunities

A full equal opportunities policy is usually a separate document to the constitution. However, you may want to include a statement of your commitment to equal opportunities in your constitution as well.

For more help see our information sheet on *Writing an equality and diversity policy*.

Committee and officers

Will you have a committee?

Some groups have a committee which is elected once a year and is responsible for running the day to day affairs of the group. Other groups share or 'rotate' the jobs that need doing.

Running your group with an elected committee

If you choose to have a group of people to run your organisation they will usually be called the management committee.

It is up to you to decide how many committee members you will have and what officers you want.

The committee is usually made up of members of the group and elected once a year at the Annual General Meeting.

Some committees rotate the work between them. Other committees have specific officers who take specific roles. These are usually:

- ♦ Chair
- ♦ Secretary
- ♦ Treasurer

For more information on these roles, see our page on *Roles of officers*.

You can choose to have additional officers such as:

- ♦ Press Officer
- ♦ Fundraiser
- ♦ Membership secretary

Decide whether your officers will be appointed by the full membership at the Annual General Meeting or by the committee at its first meeting.

The committee may also invite other people to serve on the committee (known as co-opting). They may be members of the group but can come from outside, and are generally co-opted because they have particular skills or knowledge (such as fundraising or accountancy).

Running your group without a committee

Many small groups run very successfully without an elected committee. In this instance, the entire group is the 'management committee' and everyone is responsible for the group's affairs.

You will still need to have members that take responsibility for long term tasks such as managing the money. It is useful to decide in advance of each meeting who will be the Chair or Facilitator and who will take minutes. When you make decisions (such as running a press campaign or organising a fundraising event) you will also need to decide who will be responsible for carrying them out.

AGM and other meetings

Annual General Meeting

You will need to hold an Annual General Meeting (AGM) once a year. This is when you inform your group's members about the work the group has done, share financial information, and approve your annual accounts.

Many groups use this as an opportunity to involve their members in a celebration of their achievements.

You will also elect your committee (if you have one) and can make changes to the constitution.

Your constitution should state:

- ♦ How members will be notified of the date, time and venue of the AGM.
- ♦ How many weeks' notice members will be given.
- ♦ The maximum time there can be between AGMs. This is usually 15 months to allow some flexibility.
- ♦ How many days/weeks in advance members can submit items for discussion.
- ♦ How people should nominate themselves for the committee.
- ♦ What the quorum will be. The quorum is the minimum number of members that must attend the meeting for it to elect officers or make decisions on behalf of the group. This should be low enough that you will not struggle to meet it, but high enough that big decisions cannot be made by very few people.

There are some items it is standard to include on the agenda for your AGM. See our information sheet: *AGM checklist* for more information on organising an AGM.

Committee meetings

How often will the committee meet? Do you want to specify a minimum number of meetings?

Who will be entitled to attend – just the committee or will it be open to all members?

Will there be a quorum for committee meetings?

General meetings

These are meetings that all members can attend and take full part in. You need to decide whether you will have them, how often, who can call them, and what the quorum will be.

Special General Meetings

A Special General Meeting is used to discuss important matters that need to be put before the whole membership, such as an amendment to the constitution. They can usually be called by the committee or requested by members. Your constitution should state:

- ♦ How members will be notified of the date, time and venue of the meeting.
- ♦ How many weeks' notice they must be given.
- ♦ What the quorum will be.

Rules of procedure for meetings

How will your meeting be organised, and how will you make decisions?

Will every meeting be facilitated by somebody? Will minutes always be taken?

Will you aim to reach a consensus, or hold a vote for each decision?

Consensus decision making means that you will discuss an idea and try to find a solution that is satisfactory to everybody present by working it through together.

If you want to make decisions by voting, it is common to state in the constitution that a simple majority is required, and that if there are an equal number of votes on each side, the chair will have an additional casting vote.

You could choose to have a combination of both, where you aim to make decisions by consensus but can have a vote if consensus cannot be reached.

Finances

You need to spell out how you will deal with any money.

You will probably want to state that:

- ♦ A bank account will be maintained on behalf of the group at a bank agreed by the committee
- ♦ there will be at least three signatories to the account (so that there are always two available to authorise payments)
- ♦ each transaction will require two signatures
- ♦ records of income and expenditure will be maintained by the Treasurer and a financial statement given at each meeting
- ♦ an annual statement of accounts will be presented to the Annual General Meeting
- ♦ all money raised by the Association will be spent solely on the objects laid out in the constitution

See our information sheets on *Your group's money*, *Role of the Treasurer*, *Financial Rules* and *Bank Accounts*.

Changes to the Constitution

You may wish to make changes to your constitution at a later date. Decide:

- ♦ which meetings can decide to make changes to the constitution
- ♦ how much notice has to be given to members of the proposed changes
- ♦ if you will require a vote, and if it will have to be a simple majority or a 2/3 majority

Dissolution

At some stage you may decide you want to close the group down, and you need to have an agreed procedure by which this can happen.

You need to decide who is entitled to make this decision, how much notice is needed, and what would happen to any money and assets still held by the group.

Draft your constitution

Agree one or two people who will draft your constitution based on your discussion. Have a look at our sample constitution on page 8 to get some idea of how these are usually written.

Take the constitution to a meeting for formal acceptance by the group. At least two members should sign and date it to confirm it has been agreed. This is useful if the status of the constitution is called into doubt at a future date.

Make copies of the constitution available to all members, including new members. File it somewhere where you'll be able to find it next time you need to refer to it.

Don't forget to use it when you want to know how to organise something in your group. For example, when the time comes to hold your next AGM, check your constitution so that you know what procedures your group has agreed to follow.

If, in future, you find your group wants to work in a way that is different to your constitution, you will need to make a change to the constitution.

Further information

You may find the following Resource Centre information sheets useful:

- ♦ *Getting a group started*
- ♦ *Finding a legal structure to suit your group*
- ♦ *Not-for-profit organisations*
- ♦ *Roles of officers*
- ♦ *Opening a bank account*
- ♦ *Charity registration*
- ♦ *AGM checklist*

They are available on our website, or contact us if you would like hard copies.

For more help, see our webpages on:

- ♦ *Getting outside help with starting a group:*
<http://www.resourcecentre.org.uk/information-category/starting-a-group/getting-outside-help-with-starting-a-group/>
- ♦ *Organisations that help with writing constitutions and provide sample constitutions:* <http://www.resourcecentre.org.uk/service/help-with-developing-constitutions-and-sample-constitutions/>

Model Constitution for a small unincorporated association

1. Name

The name of the group shall be **Wild about Brighton Youth Group**

2. Aims

The aims of Wild about Brighton Youth Group will be:

- ♦ To bring together and foster understanding amongst young people from the diverse communities in Brighton and Hove
- ♦ To promote recreational activities, mutual support and joint aid among our members.
- ♦ To establish sports clubs and participate in different sporting activities
- ♦ To use dance, drama and music to share culture and experiences

3. Membership

Membership is open to anyone who:

- ♦ is aged between 16 and 30 years old; and
- ♦ lives in Brighton and Hove or the surrounding area; and
- ♦ supports the aims of Wild about Brighton Youth Group

Membership will begin as soon as the membership form and first annual payment has been received.

There will be an annual membership fee which will be agreed at the Annual General Meeting (AGM) and will be payable by all members.

A list of all members will be kept by the membership secretary.

Ceasing to be a member

Members may resign at any time in writing to the secretary.

Any member who has not paid their membership fee for one year will be contacted by the committee, who will then decide whether that member is deemed to have resigned.

Any offensive behaviour, including racist, sexist or inflammatory remarks, will not be permitted. Anyone behaving in an offensive way or breaking the equal opportunities policy may be asked not to attend further meetings or to resign from the group if an apology is not given or the behaviour is repeated. The individual concerned shall have the right to be heard by the management committee, accompanied by a friend, before a final decision is made.

4. Equal Opportunities

Wild about Brighton Youth Group will not discriminate on the grounds of gender, race, colour, ethnic or national origin, sexuality, disability, religious or political belief, marital status or age.

5. Officers and committee

The business of the group will be carried out by a Committee elected at the Annual General Meeting. The Committee will meet as necessary and not less than four times a year.

The Committee will consist of 8 members, and be composed of 4 officers and 4 committee members. Up to 2 additional members may be co-opted onto the committee at the discretion of the committee.

The officers' roles are as follows:

- ♦ Chair, who shall chair both general and committee meetings
- ♦ Secretary, who shall be responsible for the taking of minutes and the distribution of all papers
- ♦ Membership secretary, who shall be responsible for keeping records of members
- ♦ Treasurer who shall be responsible for maintaining accounts

In the event of an officer standing down during the year a replacement will be elected by the next General Meeting of members.

Any committee member not attending a meeting without apology for three months will be contacted by the committee and asked if they wish to resign.

The Committee meetings will be open to any member of Wild about Brighton Youth Group wishing to attend, who may speak but not vote.

6. Meetings

6.1. Annual General Meetings

An Annual General Meeting (AGM) will be held within fifteen months of the previous AGM.

All members will be notified in writing at least 3 weeks before the date of the meeting, giving the venue, date and time.

Nominations for the committee may be made to the Secretary before the meeting, or at the meeting.

The quorum for the AGM will be 10% of the membership or 10 members, whichever is the greater number.

At the AGM:-

- ♦ The Committee will present a report of the work of Wild about Brighton Youth Group over the year.
- ♦ The Committee will present the accounts of Wild about Brighton Youth Group for the previous year.
- ♦ The officers and Committee for the next year will be elected.

- ♦ Any proposals given to the Secretary at least 7 days in advance of the meeting will be discussed.

6.2 Special General Meetings

The Secretary will call a Special General Meeting at the request of the majority of the committee or at least eight other members giving a written request to the Chair or Secretary stating the reason for their request.

The meeting will take place within twenty-one days of the request.

All members will be given two weeks notice of such a meeting, giving the venue, date, time and agenda, and notice may be by telephone, email or post.

The quorum for the Special General Meeting will be 10% of the membership or 10 members, whichever is the greater number.

6.3 General Meetings

General Meetings are open to all members and will be held at least once every 3 months or more often if necessary.

All members will be given two weeks' notice of such a meeting, giving the venue, date, time and agenda, and notice may be by telephone, email or post.

The quorum for a General Meeting shall be 10% of the membership or 5 members, whichever is the greater number.

6.4 Committee Meetings

Committee meetings may be called by the Chair or Secretary. Committee members must receive notice of meetings at least 7 days before the meeting.

The quorum for Committee meetings is three Committee members.

7. Rules of Procedure for meetings

All questions that arise at any meeting will be discussed openly and the meeting will seek to find general agreement that everyone present can agree to.

If a consensus cannot be reached a vote will be taken and a decision will be made by a simple majority of members present. If the number of votes cast on each side is equal, the chair of the meeting shall have an additional casting vote.

8. Finances

An account will be maintained on behalf of the Association at a bank agreed by the committee. Three cheque signatories will be nominated by the Committee (one to be the Treasurer). The signatories must not be related nor members of the same household.

All payments will be signed by two of the signatories.

- ♦ For cheque payments, the signatories will sign the cheque.
- ♦ For other payments (such as BACS payments, cash withdrawals, debit card payments or cash payments), a requisition note will be signed by two signatories, and held by the treasurer.

Records of income and expenditure will be maintained by the Treasurer and a financial statement given at each meeting.

All money raised by or on behalf of Wild about Brighton Youth Group is only to be used to further the aims of the group, as specified in item 2 of this constitution.

9. Amendments to the Constitution

Amendments to the constitution may only be made at the Annual General Meeting or a Special General Meeting.

Any proposal to amend the constitution must be given to the Secretary in writing. The proposal must then be circulated with the notice of meeting.

Any proposal to amend the constitution will require a two thirds majority of those present and entitled to vote.

10. Dissolution

If a meeting, by simple majority, decides that it is necessary to close down the group it may call a Special General Meeting to do so. The sole business of this meeting will be to dissolve the group.

If it is agreed to dissolve the group, all remaining money and other assets, once outstanding debts have been paid, will be donated to a local charitable organisation. The organisation will be agreed at the meeting which agrees the dissolution.

This constitution was agreed at the Inaugural General Meeting of the Wild about Brighton Youth Group on:-

Date/...../......

Name and position in group

Signed

Name and position in group

Signed