



**A GUIDE TO  
WRITING A  
CONSTITUTION  
FOR AN  
UNINCORPORATED  
ORGANISATION**

**Do not use this model if you are setting up a:**

- **Charity**
- **Charitable Trust**
- **Company Limited by Guarantee**
- **Company Limited by Shares**
- **Community Interest Company**
- **Industrial Provident Society**

**There are specific models for each of these. Contact  
Links for details.**

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## FORWARD

Every voluntary group should have an up to date, adopted constitution – sometimes referred to as a group’s governing document.

A group might be called a club, society, association, organisation, project, centre, federation, group, or anything similar.

A constitution is the document that has been agreed by the members of the group (i.e. adopted) that sets out the aims of the group, how it will be managed (or governed), who can be members and other important items.

A constitution will:

- ◆ ensure that a group’s aims are clear and agreed. It will also determine the limit of the activities
- ◆ indicate how decisions are made and disputes resolved
- ◆ ensure accountability
- ◆ show how the committee and officers are appointed.

It is always useful to refer to the constitution from time to time. It may need a dusting down and sprucing up – amending. A group may have been established many years ago with a particular aim. It may have developed and taken on additional aims. An application for a grant may not be successful because the new project may be seen as outside the group’s constitution.

The following example contains the minimum clauses to produce an easily understandable and workable constitution.

## **NOTES**

### **1) Name**

When choosing a name for the group avoid one that is misleading or sounds too similar to an already existing group. It may also help if a geographical area (town, village, district, estate) can be included.

### **2) Aims**

This is the overall goal, the reason for existing and the practical achievements that will be accomplished.

# CONSTITUTION

## 1. Name

The name of the group shall be.....

## 2. Aims

The aim of the group shall be to.....

## Notes Continued

### 3) Powers

This is the authority the group gives to the committee to enable it achieve the aims.

- a) This wording should be adequate for all ways of attracting funds to the group.
- b) You can leave this out if you don't intend to ever employ workers, you could write it in if you change your mind.
- c) Likewise if you include this you don't have to change the constitution if you rent or buy property at some time in the future.
- d) Could be excluded but useful to have in just in case.
- e) Really necessary it's a catch all that not only lets people know you are aware that you must comply with the law but also lets you do the things you might have forgotten to include.

## Constitution Continued

### 3. Powers

The group shall have the following powers to:

- a) raise funds and apply for, invite, obtain, collect and receive contributions, grants, subscriptions, fees & otherwise
- b) employ any paid worker to assist in the attainment of the aims of the group
- c) rent or own property and equipment necessary to achieve the aims
- d) affiliate to any local or national group or association that the Management Committee decides is appropriate and disaffiliate from any group or organisation if continued affiliation be, in the Management Committee's view, against the interests of the group
- e) do all such other lawful things as shall further the attainment of the aims

## Notes Continued

### 4) Membership

This says who can and who can't join and how members may be removed (with a fair hearing).

- a) You can be specific here, e.g. *people over the age of 50 who live in Chesterfield*.
- b) Allows you to widen the specific membership you could leave this out if you want to be very specific about membership.
- c) This is usual the only time you have a change to this is if the group is for young people/children who would not necessarily have a vote at the AGM and would not because of age be eligible to serve on the committee. Then you could have associate members who could vote and be eligible for election. Some groups also have associate members for a variety of reasons and may or may not be eligible to vote and/or be elected to the committee.
- d) This is necessary to deal with people who could upset the lawful activities of the group. You must however give the member a fair hearing and could allow them to be accompanied.

## Constitution Continued

### 4. Membership

- a) Membership of the group shall be open to.....
- b) And organisations and individuals who are interested in furthering the work of the group.
- c) All members may attend and vote at the Annual General Meeting and shall be eligible for election to the committee.
- d) The committee may terminate any membership of any member bringing the group into disrepute. The member concerned shall have the right to be heard by the committee before a final decision is made.

## Notes Continued

### 5) Management Committee

This is the small groups of people who manage the day-to day running of the group for the members.

- a) There is no set rule to what officers you should have but it useful to have a Chair and Treasurer.
- b) You might not elect the officers at the AGM but you should elect the committee. If you don't elect the officers at the AGM alternatives are:
  - 1) The committee elects the officers at the first meeting
  - 2) The committee is elected at the AGM and then officers are elected from the committee membership.

If you use any of the alternatives the constitution must reflect that.

- c) You can choose to keep the same officers to the end of the AGM or when new people are elected they can take over immediately the choice is yours. You could also limit the number of years someone may serve on the committee.
- d) It is useful to allow the committee to fill casual vacancies – if you want the membership to have a say however, then casual vacancies must be filled by an election process and a special/emergency general meeting must be called for this purpose.
- e) It is useful but not necessary to allow the committee to co-opt people
- f) It is also useful but not necessary to allow the committee to appoint advisers. What is important is to not allow advisers voting rights.
- g) You ought to state the number of times the committee meets. This ensures that the group functions. If the committee stops meeting then the membership can call a special general meeting to either elect a new committee or dissolve the group. It is good practice to keep records of decisions, ideally minutes and you could include it a clause in the constitution to say: *Minutes of each meeting shall be taken.*
- h) Most groups let small numbers of people get together to organise some aspect of the group's activity this is a sub-group and you must give yourself the power to set them up & ensure that they know their financial or legal limitations.

## Constitution Continued

### 5. Management Committee

- a) A committee consisting of ..... officers, Chair, Treasurer and Secretary and not less than ..... other members shall be elected to manage the affairs of the group
- b) All officers and members shall be elected annually at the AGM
- c) The Officers and Committee Members shall serve until the conclusion of the next Annual General Meeting after their election and are eligible for re-election.
- d) The Committee may fill any casual vacancy on the Management Committee including vacancies among the Officers and any person appointed shall serve until the conclusion of the next Annual General Meeting.
- e) The committee may co-opt up to..... persons on to the committee and they shall have full voting rights.
- f) The committee may appoint such people as it thinks fit as advisers, advisers shall not have voting rights
- g) The committee shall meet a minimum of..... times per year.
- h) Establish such sub-groups that the Management Committee feel is necessary to achieve the aims of the group. Any such groups shall not enter into legal or financial agreement without the prior authority of the management committee.

## Notes Continued

### 6) General Meetings

These are meetings of all members

#### The Annual General Meeting

The meeting to approve the years work elect the next years committee.

- a) The Annual General Meeting (AGM) is essential for democracy. And should be held once a year. It is not a good idea to state in the constitution that: the AGM will be held on a certain date. This might not always be possible or suitable instead give some idea of time scale and *This shall be held not more than fifteen months after the holding of the preceding AGM.* Is usually acceptable but you could vary the time e.g. *This shall be held in June or July each year.*
- b) The number of days notice can be determined by you but you should allow yourself enough time to inform all members.
- c) This is the usual format for the business part of the AGM.  
(v) independent examiners are cheaper than an audit.

## Constitution Continued

### 6. General Meetings

#### The Annual General Meeting

- a) The Annual General Meeting of the group shall be held once a year. This shall be held not more than fifteen months after the holding of the preceding AGM.
- b) At least 21 days notice shall be given to all members.
- c) The purpose of the Annual General Meeting is to
  - (i) receive and adopt the Annual Accounts
  - (ii) receive the Annual Report from the committee
  - (iii) elect members and officers for the committee
  - (iv) consider any motion before the meeting
  - (v) appoint an appropriate person to independently examine the books and determine their remuneration (if any) for the following year

## Notes Continued

### Special/Emergency General Meetings

Other meetings of all the membership for a specific purpose:

- a) The notice time need not be 21 days as long as there is enough time to inform all members.
- b) Again the number of days can be determined by the group and the number of members need. Make this a realistic number too few and a small number of troublemakers could hijack the group and too many could mean the members could never call a Special/Emergency Meeting.
- c) The business to be discussed must be specified in the notice and that should be the only item on the agenda.

## Constitution Continued

### Special/Emergency General Meetings

- a) Special/Emergency General Meetings may be called by the Management Committee whenever they feel it is necessary for the organisation and all members will have at least 21 days notice of the meeting. The notice of the meeting shall give details of the business to be discussed at the meeting.
- b) The secretary shall call a Special General Meeting within 21 days of receiving a written request to do so signed by no less than..... members. The notice of the meeting shall give details of the business to be discussed at the meeting.
- c) Only the business specified in the notice for the meeting shall be discussed at the Special/Emergency meeting.

## Notes Continued

### 7. Rules of proceedings at all meetings

#### Simple rules of management

#### Quorums

a (i) Set the Quorum at a realistic level e.g. 5% or 5 if the membership is small, 10% or 10 if there is a large membership

a(ii) Set a small number so that meetings happen it is good practice to have at least one more than the total of officers e.g. if on a small committee there is only a Chair and Treasurer a quorum might be 3. If on a large committee there is a Chair, Vice Chair, Treasurer and Secretary a Quorum might be 6

b) A majority is the simplest and easiest way of defining and counting votes it means each member has one vote.

The Chair's casting vote is the one that there is most confusion about. All members are usually able to vote this includes the Chair. The question is how to deal with a tie? Some solutions are:

- To give the Chair a second or casting vote is one way.
- To prevent the Chair from voting except in the event of a tie is another way.
- To accept a tie and lose the motion is another.

None of the above are right or wrong, choose the one that suits your group best. You might also come up with a different alternative.

## Constitution Continued

### 7. Rules of proceedings at all meetings

- a) The Quorum (*the minimum number of members needed for a meeting to go ahead*) at:
  - (i) a general meeting shall be.....
  - (ii) a management committee shall be.....
  
- b) All questions at any meeting shall be decided by a simple majority in the event of a tie the Chair shall have a casting vote (a second vote).

## Notes Continued

### 8. Funds and Finance

How you look after the groups money.

- a) This is essential it clearly states how you will spend funds.
- b) If the group has funds then a bank account should be opened in the name of the group. If the group does not have any money it is not necessary to open a bank account.
- c) It is essential to have two signatories on a cheque but the number of people authorised to sign is variable. It is helpful to have more than two so bills can be paid when someone is unavailable. Some groups and/or treasurers insist that the Treasure always signs cheques this is not essential.
- d) You can set the financial year when ever you like some groups use the month in which the group is set up others use the tax financial year. There is no set norm. All the financial year means is a date at which you draw a line under income and expenditure and calculate the total.
- e) You can set the financial year when ever you like some groups use the month in which the group is set up others use the tax financial year. There is no set norm. All the financial year means is a date at which you draw a line under income and expenditure and calculate the total.

### 9. Alterations to the Constitution

This is essential it ensures that no major changes are made without the knowledge of the membership and gives the majority the final say. The number of days notice is variable decide on the right number for you.

## **Constitution Continued**

### **8. Funds and Finance**

- a) All funds shall be devoted to the objects of the group.
- b) A bank account shall be opened in the name of the group
- c) All cheques shall be signed by 2 of .....  
signatories authorised by the committee none of whom shall be  
related or live at the same address.
- d) The financial year shall run from.....

### **9. Alterations to the Constitution**

Amendments to the constitution may be made by a resolution passed by a majority of the members at the Annual General Meeting or Special/Emergency General Meeting. Proposed alterations should be circulated to the membership not less than 21 days before the date of the meeting.

## **Notes Continued**

### **10. Dissolution**

This is essential. It ensures that closing the group is done democratically and prevents a few people closing the group down without the consultation and approval of the majority. It also states what happens to any assets, i.e. goods and money left after all debts are paid. The Special/Emergency General Meeting that dissolves the group can also decide where the assets go as long as the constitution is followed and any funders with an interest have been consulted.

### **Adoption of Constitution**

It is very important that the constitution is formally adopted at a General Meeting and signed. One signature usually the Chair is sufficient, but you could add more if you wish.

## **Constitution Continued**

### **10. Dissolution**

A resolution to dissolve the group must be passed at a General Meeting and carried by a two-thirds majority of those present. Any assets held by the organisation after the satisfaction of all debts and liabilities shall be given or transferred to an organisation with similar aims.

**This constitution was adopted**

**on.....**

Signed.....Chair