

## Sample Constitution

### NAME OF ORGANISATION

#### Constitution

##### 1. Title

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The organisation founded in [town, city], Scotland shall be known as the [insert name], hereinafter referred to as the Organisation.

The organisation will operate fully on a non-profit basis.

##### 2. Purpose

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The Organisation's Purposes are:

**Example:**

- Relieve poverty and exclusion
- Advance education
- Advancement of health
- Organisation of recreational activities

##### 3. Objectives

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The Organisation will work in partnership with all relevant stakeholders to deliver our objectives including but not limited to:

**Example:**

- Organise and deliver activities which encourage and promote good physical/ mental health & well-being
- Provide training opportunities to increase the skills and knowledge of participants and to improve their life chances and employability
- Offer meaningful opportunities to volunteer with the Organisation
- Provide social and recreational activities designed to tackle isolation and loneliness
- Refer or sign post users to relevant services and organisations
- Deliver personal development workshops designed to increase the self-confidence of participants
- Organise and deliver inspirational cultural events designed to bring diverse communities together and to promote equality and diversity, religious and racial harmony

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### **4. Powers**

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In furtherance of the said purpose and objects, but not otherwise, the Organisation shall have power to:

1. Raise funds and invite/receive contributions by way of subscriptions, donations and grant funding.
2. To use the Organisation's funds to make donations to individuals or organisations in furtherance of its purpose and objectives, subject to any restrictions from the Organisations funders.
3. To secure the establishment, maintenance and management of premises for programmes, activities and initiatives promoted by the Organisation.
4. Engage and pay fees to professional and technical advisers/consultants to assist in the work of the Organisation.
5. Take out membership with organisations whose activities and interests are compatible with the aims of the Organisation.
6. The Chair, Secretary and the Treasurer may execute legal documents on behalf of the Organisation such documents shall be signed by either two of the office bearers of the organisation.
7. Provide exhibitions, meetings, lectures, classes, seminars or training courses, and other recreational and leisure-time activities.
8. Do all such other lawful things as are incidental or conducive to the attainment of the objects.

### **5. Membership**

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1. Our membership shall be open to [insert criteria] and over residing in the [insert area if applicable] area who wish to further the purpose and objectives of the Organisation
2. The Management Committee shall approve all membership applications before being registered in the membership register. All data will be safely protected and all issues concerning data protection will be utilised in our practice.
3. Any person who wishes to become a member must sign and lodge with the Organisation a written application for membership.
4. All members must abide by the Constitution of the Organisation.
5. The Management Committee has the power to refuse membership; all decisions are at the discretion of the Management Committee.
6. A membership subscription fee will apply as set out by the management committee and agreed at the annual general meeting (AGM)
7. All membership income shall be used fully for advancing the Organisation purpose and objectives.

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### **6. Voting Rights**

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Members shall have the right to vote at Annual General Meetings and Special General Meetings provided they have been accepted as members for a period of one year.

### **7. Termination of Membership**

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1. The Management Committee shall have the right (for good and sufficient reason) to suspend or terminate the membership of any individual whose actions are in contradiction with the aims of the Organisation. The individual member concerned shall have the right to be heard by the Management Committee before a final decision is taken.
2. A person(s) will cease to be a member of the Organisation upon resignation or failing to live up to the aims and objective of the Organisation or acting in contradiction thereof.

### **8. Committee**

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1. The Committee shall be elected at the Annual General Meeting (AGM). The Committee shall consist of a minimum of [insert] and a maximum of [insert] including the office bearers.
2. All nominations for election to the Management Committee should be received by the registered office of the organisation at least [insert] working days before the AGM. The nomination papers shall be available at the registered office of the Organisation.
3. Any member of the Elected Management Committee who fails to attend [insert] consecutive meetings, without proper noted apologies will be deemed to have resigned and his/her position revoked.
4. In the event of members of the Management Committee declining below [insert minimum] members, the Management Committee shall co-opt members till the next AGM.
5. The Committee shall have the power to co-opt other persons, or members (to a maximum of [insert]) as they consider necessary to further the Organisation's aims and objectives. Co-opted members will have equal rights to elected members.
6. The Committee shall meet not less than [insert] times per calendar year. Minutes shall be kept of all meetings.
7. The Management Committee may appoint sub-Committees as necessary and shall determine their terms of reference, powers, duration and composition. All acts and proceedings of such sub-Committees shall be reported back to the Management Committee as soon as possible.



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8. Committee members may be remunerated for services provided to the organisation, provided that the maximum amount of remuneration between a committee member and the organisation is set out in a written agreement and is reasonable in its terms; and that less than half of the total numbers of committee members are remunerated.
9. Committee members can be reimbursed for travel and reasonable out of pocket expenses in relation to their involvement with the Organisation's work and activities.
10. The quorum for Management Committee meeting shall be [insert] of the committee present in person to include all office bearers.
11. Voting at Management Committee meetings shall be a simple majority of those present at the meeting. The Chairperson shall have the casting vote when tied.
12. The Management Committee shall keep a register of all Committee members. All data will be safely protected and all issues concerning data protection will be utilised in our practice.
13. A full and correct record of all proceedings (agenda, minutes and annual reports) will be kept by the Management Committee.

### **9. Sub-Committees**

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The Management Committee may appoint one or more sub-committees for supervising or performing any activity or service. In each such case:

1. The Management Committee shall define the terms of reference of the sub-committee and may also determine its composition and the duration of its activities;
2. All acts and proceedings of the sub-committee shall be reported as soon as possible to the Management Committee.

### **10. Conduct of Members of Management Committee**

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Each member of the Management Committee shall, in exercising his/her functions act in the best interests of the Organisation, and in particular must:

1. Seek in good faith to ensure that the Organisation acts in accordance with its aims and objectives (as set out in this constitution);
2. Act with care and due diligence which are reasonably expected of a person who is managing the affairs of other individuals and vulnerable people;
3. In circumstances giving rise to the possibility of a conflict of interest between the Organisation and any other party, put the interests of the Organisation before that of the other party in taking decisions as a member of the Management Committee;

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4. Where any other duty prevent him/her from doing so, disclose the conflicting interest to the Management Committee and refrain from participating in any discussions or decisions;

### 11. The Duties of the Officers

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The duties of the Chairperson shall include but not limited:

- 1) Chair meetings of the Committee and the Group
- 2) Represent the organisation at functions/meetings that the organisation has been invited to
- 3) Act as the spokesperson of the organisation when necessary.

The duties of the Secretary shall include but not limited:

- 1) Keep a membership list
- 2) Prepare in consultation with the Chairperson the agenda for meetings of the Committee and the organisation
- 3) Take and keep minutes of all meetings and
- 4) Collect and circulate any relevant information within the organisation

The duties of the Treasurer shall include but not limited:

- 1) Supervise the financial affairs of the organisation
- 2) Keep proper accounts that show all monies received and paid out by the Group.

### 12. Termination of Office

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A member of the management committee shall automatically vacate office if:-

1. He/she becomes debarred under any statutory provision from being a trustee
2. He/she becomes incapable for medical reasons of fulfilling the duties of his/her office and such incapacity is expected to continue for a period of more than six months
3. He/she resigns office by notice to the association
4. He/she is absent (without permission of the management committee) from more than three consecutive meetings of the management committee, and the management committee resolve to remove him/her from office

### 13. Finance

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1. The Management Committee shall ensure that proper accounting records are maintained.
2. If an audit is required under any statutory requirements or if members of the Management Committee otherwise think fit, they shall ensure that an audit of



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such accounts is carried out by a qualified auditor. Otherwise annual accounts shall be independently verified by a competent person.

3. The treasurer will be responsible for keeping appropriate accounting records and ensuring accurate financial reporting at the AGM.
4. The Executive Committee (Chair, Vice Chair, Treasurer and Secretary) shall clear any single expenditure item in excess of [insert]; accurate records of all expenditure should be kept.
5. The Organisations bank account shall have three signatories, of which two unrelated members are required for any cheque writing.
6. All accounts and books shall be open to inspection by any member at reasonable notice; reasonable notice being not less than seven days.

### 14. Annual General Meeting

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1. Once in each calendar year, an Annual General Meeting of the Organisation shall be held at such time and place as the Committee shall determine. At least [insert] clear days' notice shall be given to each member by such means as the Committee thinks fit (postage, emails, adverts, etc.).
2. Members shall elect at the AGM a new Committee and vote on any recommendations, motions or any amendments to the existing constitution if needed.
3. The business of each Annual General Meeting shall be:
  - 3.1. Present Annual Report overview, which shall give accounts of the work of the Organisation and its activities during the preceding year;
  - 3.2. To receive the accounts of the Organisation for the preceding financial year;
  - 3.3. To elect the committee members;
  - 3.4. Appointment of account examiners;
  - 3.5. Consider any other matter as may be decided;
  - 3.6. The secretary of the Organisation shall notify all the members and advertise the details of the AGM not less than [insert] days before the meeting.
  - 3.7. Every eligible member will have one vote which must be given impartially either by show of hands or secret ballot which will be publicly declared after the meeting.
  - 3.8. Voting at the AGM shall be by a show of hands or by ballot. Elected committee shall elect members of the Executive Committee positions at the first meeting after the AGM.
4. No business shall be dealt with at any general meeting unless a quorum is present; the quorum for a general meeting shall be [insert] members, present in person [option to include or by videoconferencing].
5. If a quorum is not present within 15 minutes after the time at which a general meeting was due to commence or if, during a meeting, a quorum ceases to be



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present, the meeting shall stand adjourned to such time and place as may be fixed by the chairperson of the meeting

### 15. Elections

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1. At each annual general meeting, the members may (subject to clause 8) elect any member to be a member of the management committee.
2. The management committee may at any time appoint any member to be a member of the management committee (subject to clause 8).
3. At each annual general meeting, all of the members of the management committee shall retire from office - but shall then be eligible for re-election.

### 16. Special General Meeting

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1. A Special General Meeting (SGM) open to all members of the Organisation will be held if [insert] or more members submit a written request to the Secretary for such a meeting to take place, the request should clearly state the business to be considered.
2. The Chair, Secretary or Treasurer of the Organisation may at any time call a Special General Meeting (SGM) either for the purpose of altering the Constitution or for considering an urgent or any other matter which the Committee feel should be referred to the members in general.
3. The secretary shall advise the members at least [insert] clear days beforehand of the request for such a meeting to take place and the theme of the meeting by such means as the Committee thinks fit (postage, emails, adverts, etc.).
4. No business shall be dealt with at any special general meeting (SGM) unless a quorum is present; the quorum for a special general meeting shall be [insert] members, present in person [or by videoconferencing].
5. If a quorum is not present within 15 minutes after the time at which a special general meeting was due to commence or if, during a meeting, a quorum ceases to be present, the meeting shall stand adjourned to such time and place as may be fixed by the chairperson of the meeting.

### 17. Minutes

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The Management Committee shall ensure that minutes are kept for all the proceedings (general meeting, special meetings and Management Committee meetings). Minutes of any meeting shall include the names of those present. A copy of the minutes shall be made available to any interested third party. The Secretary or other person specially appointed by the committee shall keep a full record of proceedings at every meeting of the charity.

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### 18. Changes to Constitution

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Alteration or amendments to the constitution shall not be made except at an annual general meeting or at a special general (SGM) meeting called specifically for that purpose. The notice calling such meeting shall state the alteration or alterations to be made but no such alteration shall be effected unless it is carried out by a [insert] majority of members attending in person [or by videoconferencing] and voting.

All proposed changes to the constitution must be submitted in writing to the Secretary at least [insert] days before the meeting.

### 19. Dissolution & Asset Lock

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For the avoidance of doubt, the income and property and all assets of the Organisation shall be applied solely towards promoting the Organisation's purpose and objectives.

If the Management Committee, by a simple majority, decide at any time it is necessary or advisable to dissolve the organisation, it shall call a special general meeting, giving the membership not less than [insert] clear days' notice of its intention.

If the decision is confirmed by a two third majority of those present and entitled to vote, the Management Committee shall have power to dispose of any assets held by or on behalf of the Organisation; however, such assets and any assets remaining after satisfaction of the debts and liabilities of the Organisation shall be transferred to other charitable bodies who share similar objectives to the Organisation; the members of the Organisation shall have the say (at or prior to dissolution) on which charitable body or bodies such assets can be transferred to.

### 20. Subscribers to and Adoption of Constitution

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This document was certified as a 'true copy' of the constitution of [insert organisation name] and was acknowledged and adopted by the Committee at the Meeting

On:

Held at:



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Names and titles of establishing committee members

<b>SIGNED:</b>
<b>NAME:</b> Chairperson
<b>ADDRESS:</b>

<b>SIGNED:</b>
<b>NAME:</b> Secretary
<b>ADDRESS:</b>
<b>SIGNED:</b>
<b>NAME:</b> Treasurer
<b>ADDRESS:</b>

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