

When a group of people get together with a view to forming a community group or perhaps a charity they need a written document that will set out:

- What the group is planning to do (aims/objectives)
- What powers the group will have in working towards its aims
- Who can join the group and how people join
- How the group will be run (the committee)
- Procedures for selecting the committee and for meetings
- How the group will manage its money (finances)

Doing the work around preparing a constitution gives those people who have been interested enough to get involved in your organisation or group the chance to talk through all of these issues before you get started.

Why bother with a constitution?

There are several reasons why it is worthwhile spending time working on a constitution. If it is done properly it can:

- Strengthen your organisation, by setting out clear aims
- Help you to get funding, by showing that your group is organised
- Save any disagreements about how the organisation is run, by putting your procedures down on paper
- Help to prepare your group to apply for Charitable Status

For new organisations and groups, writing a constitution can be a useful way of getting members to work together and agree on how things will go forward.

Is there a quick way of putting a constitution together?

The short answer to this question is No! As mentioned above, it is worth while taking the time to get your constitution right. Here a few tips:

DO have a look at examples of constitutions from other organisations or groups to see how the document is laid out, and how certain things can be worded.

DON'T be tempted to take this further and try to simply lift another group's constitution - it will just cause you more problems in the long run. It's important that everyone involved with the setting up of the group understands what is in the constitution and why it is there.

DO make use of your local Third Sector Interface if you need some help.

Constitution Headings (also known as Clauses)

Below are the headings which appear in most constitutions, with an explanation of what information usually comes under each one. This is only a guide though - only you will know whether it would need to be changed a bit for your individual organisation or group.

Name of the organisation

A straightforward one to begin - just the full name of your organisation or group. It is worth mentioning here though that if your group would like to apply for charitable status in the future, then you should check the Office of the Scottish Charity Regulator's (OSCR) website (www.oscr.org.uk) to make sure that the name you plan to use has not already been taken by another charity.

Aims and/or Objectives

This clause might also seem fairly straightforward, but it is worth taking a bit of time to talk it through. You might have a definite idea of what your organisation or group wants to do now, but could the aims change with time? Once your constitution has been formally accepted by the membership of the group, it will take more work to try to change it. It is better to take time at the beginning to decide on the aim or aims of the group, both for now and in the future.

If your group is interested in applying for Charitable Status, then you'll need to read OCSR's booklet, "Meeting the Charity Test" which includes a full list of Charitable Purposes under the Charities and Trustees Investment (Scotland) Act 2005. Under this law, all of the aims and objectives listed in your constitution must be charitable if your organisation is to be granted Charitable Status.

Powers

This section deals with the specific functions related to the group such as providing services or activities to further the aims and objectives. The Powers clause can also outline the group's ability to:

- Raise funds
- Employ staff
- Lease/hire or purchase property
- Take out insurance
- Liaise with other organisations

Most groups have a pretty comprehensive list of powers within their constitution even if they do not think that they will all be needed right at the beginning. It is best to think broadly rather than having to add things in at a later date (see Amendments to the Constitution).

Membership

Here are some of the questions you need to think about for this section:

- Who can join the organisation/group?
- What do they have to do to join?
- When will membership applications be considered?
- Can membership ever be withdrawn?
- Do you allow junior membership?

Aim for a clear statement of who can join your organisation/group, but try not to make it too restrictive. Also, show there is a clear procedure for people to become members, for example through filling in an application form or paying a membership fee. It is good practice to keep an up-to-date list of members, so a form is a good idea.

Consider whether or not you need a clause that says that the Management Committee has the right to refuse membership - there may be specific circumstances where it would be inappropriate for a particular individual to become a member.

Meetings

There are several different kinds of meetings which you need to think about for this section:

- **General Meeting**
General meetings are for all members of the group. In very small organisations or groups, all the decisions can be made directly by members taking part in general meetings. However, this is not always a practical approach for making decisions. Most groups and organisations usually elect a management committee to handle the day-to-day running of the organisation or group.
- **Management Committee Meeting**
Think about how often the group will want its Management Committee to meet and how the meetings will be called (usually the Secretary will do this - more about Office Bearers later). A quorum should be set for the Management Committee Meetings - the quorum is the minimum number of

committee members that have to be present for decisions to be taken. You should also consider what happens if the committee is divided on an issue and a vote needs to be taken - normally the decision will be taken on a majority of votes, with the Chair having a casting vote in the event of an equal vote.

- **Annual General Meeting (AGM)**

All organisations should have an annual general meeting. Your constitution should outline the business of each AGM, set a quorum for the meeting and indicate the length of notice to be given to members that an AGM is approaching (usually 21 days). Again, you should also indicate how decisions will be reached - it is usual to state that each member will have one vote and in the event of a tie, the Chair will have the casting vote.

- **Special General Meeting (SGM)**

Your organisation may want to include provision in the constitution for a Special General Meeting. This comes into play if a sufficient number of members feel a meeting of all members should be called to discuss a particular issue and wish to compel the management Committee to call such a meeting. If this clause is included, it is important to say what proportion of the membership is required to support the call for an SGM - perhaps one third or a half.

Management Committee

Electing a management committee is the most practical way to deal with the management of your group or organisation. The constitution should set out who can stand for the management committee (usually only members are eligible) and how each member is selected. It is usual to elect the members of the Management Committee at the AGM. The Constitution should set out a minimum and a maximum number of Management Committee members - think about a realistic figure. Other things to think about include:

- What Office Bearers will you need? A Chairperson, Treasurer and Secretary are usually essential
- Will you need any sub-committees now or in the future?
- Should the organisation limit the amount of time someone can serve on the committee?
- Can membership of the management committee be removed? What would the procedure be?

One last thing about the Management Committee - if you are involved in a new group, it may seem as though thinking about employing a member of staff is a long way off (maybe it is something your group will never want to do!). However, it is a good idea to include a clause about membership of the Management Committee in relation to staff - it is generally the case in voluntary organisations that employees are not eligible for membership. If you think that you might want to apply for charitable status in the future, then this is particularly relevant. There are strict legal guidelines in relation to remuneration for Charity Trustees and your organisation would need to be able to present a strong case to OSCR if you wanted to include an employee on the Management Committee.

Finance

The Finance section is an important part of the constitution. Potential funders or donors will want to see that your organisation or group is organised in terms of its finances. The constitution should show that you are accountable and have clear procedures for dealing with money.

The Constitution should contain a general statement that all monies raised will go towards furthering the aims and objectives of the organisation. There should be clauses relating to the role of the Treasurer in keeping up-to-date financial records and making financial reports to the rest of the committee. The Finance section also has to cover:

- Annual examination of accounts
- Authorised signatories for the organisation's bank account - a minimum of two are required, and they should not be related

Many organisations write into the constitution a requirement for a full audit of the accounts each year - this is unnecessary. Independent examination is fine for smaller organisations and will be considerably less expensive. If organisations become larger and take on Charitable or Company status then audit requirements are set for them by Charitable or Company Law.

Alterations to the Constitution

A constitution should be a living document, and that means it may need to be changed and updated as your organisation progresses. A change to the constitution can be quite significant though, so it is usual to state that at least two thirds of the membership needs to support the change. Normally this would happen at a general

meeting specifically called for the purpose of amending the constitution, although it can be dealt with at the AGM.

If you wish to become a Charity, then the constitution should state that no change will be made to the constitution which will affect the charitable status.

Dissolution

It may seem strange to have to think about winding up if your group has only just come together! However, from the point of view of funders and anyone who might want to support your work financially, it is important to know what would happen to any money or assets held by your organisation if it was to wind up. In this situation, any monies or assets are normally passed to another organisation with similar aims.

If the organisation wishes to become a charity, then the constitution would need to state that any assets would pass to another charitable organisation with similar aims.

A motion proposing dissolution would normally have to be supported by at least two thirds of the membership at a meeting specifically called for this purpose.

And Finally

Your constitution needs to be formally adopted. Call a meeting of everyone who has been involved in the group to date, and give everyone a chance to raise any questions they may have.

To adopt the constitution, it needs to be signed and dated by two people currently involved in the group. Ideally, if a Steering Group has already been formed with Office Bearers then the Office Bearers should sign the constitution.

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