

Constitutions

A step-by-step guide to writing a constitution for a small community group. If you are forming a small charity, we recommend that you use the Charity Commission Small Charity Model Constitution. Should your charity then need to register with the Charity Commission, this model allows for easier development when registering your charity.

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 a written understanding people can easily find themselves at cross purposes and spending so much time unsure what they should be doing that nothing actually gets achieved.
- It serves as a reference and help to resolve problems in times of controversy and disagreement.
- 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 for a 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, or are likely to in the near future, employ staff, purchase premises, deal with large amounts of money or enter into any form of formal contract.

For more information about different legal structures, see our information on [Getting the Structure right](#).

If you are thinking of forming a small charity, then we would recommend that you follow the Charity Commission's Small Charity template constitution as even if you are not now considering growing large enough to register with the commission, it will make the process easier in the future should you or whoever is involved in years to come, decide to go that way.

This page contains:

- [Plan your constitution](#)
- [Draft your constitution](#)
- [Sample constitution](#)

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 creating a lot of bureaucracy you don't want or need and no point writing down lots of things you don't intend to do, simply because you think they are what people expect. This process is about you- the people coming together to make change and do something you are passionate about. Don't risk killing the passion and interest. But yes, if you want to apply to funding bodies, they will want something written down so that they can be confident they are funding a viable group.

A little caveat- the constitution is your governing document and will remain so unless you go through the process to change it. This will set and limit the powers of your organisation. If you say that you are only going to operate in the town of St Ives, then you will be acting against your own constitution if you start operating in St Neots. Likewise, if set up to offer mental health services to adults only, you can't start offering these to adolescents. You do need to consider how you phrase things and what the unintended consequences may be.

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

- Name of organisation
- Aims
- Members
- Equal Opportunities
- Committee and officers
- AGM and other meetings
- Rules of procedure
- Finances
- Changes to the constitution
- Dissolution

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 in law (even if you have not registered with the Charity Commission and you don't consider yourselves a charity). Charities have to comply with charity law. You can find out more about this on the Charity Commission website <https://www.gov.uk/government/publications/setting-up-a-charity-model-governing-documents>

A charity cannot register with the charity commission until its annual income reaches £5,000 and the organisation expect this to continue (a unique set of circumstances for one year only is unlikely to mean you will be asked to register, but you will still need to inform the charity commission to check).

Remember, if you are looking to set up a charity we recommend that you use the Charity Commission model constitution, this will help make sure your constitution is acceptable to the Charity Commission and make completing the larger document needed to register with the Commission easier when, and if, that time comes.

If you are unsure, then use the template that most appeals to your group. Don't let seeking perfection at this stage get in the way of getting something started.

An unregistered charity is ready to start operating as soon as the members agree a constitution.

Members

Will your group be run by a few people where all involved are part of the management committee (see later information) or will it have a wider membership and an elected management committee?

It is perfectly fine to have an organisation that does not have a wider membership.

In either case, 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 or a Diversity and Inclusivity 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.

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. This is very common where there is a wider membership.

Other groups share or 'rotate' the jobs that need doing particularly in groups that have a smaller more closely defined membership.

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

It is good practice to have specific roles for the Chair, Treasurer and Secretary

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.

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 who 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?
- 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.

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.

If you do not have a wider membership, then General and Committee meetings may be the same meeting. Simply give it one name in your constitution but do explain how it will operate. Delete the section not required.

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. If you don't want the chair to have a casting vote it is good practice to say so. It saves any misunderstanding later.

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

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

Many groups choose to have a higher figure for changes to the constitution than for general meetings.

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.

Assets will be to be what is termed 'asset-locked'. This means that assets cannot be shared by the members should the group cease to be and instead has to be freely given to another not-for-profit organisation. Most groups will asset lock their assets for a group with similar aims or operating in the same area.

Draft your constitution

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

Take the constitution to a meeting for formal acceptance by the group. It is good practice to formally accept the constitution at a inaugural meeting that will act as your first AGM. At least two members should sign and date it to confirm it has been agreed. The acceptance will then be minute by your group and those present could sign. If it is a large group of people, you may want to elect your first chair, secretary and treasurer and have them sign the constitution.

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.

CONSTITUTION OF:

ADOPTED On:

.....[Day/Month/Year]

1 Name*

The name of the Group is:

2 Aims**

The aims of the Group are:

3 Powers

In order to achieve its aims the Group may:

- a. Raise money
- b. Open bank accounts
- c. Take out insurance
- d. Organise educational and social activities, courses, excursions and events
- e. Work with other groups and exchange information
- f. Do anything that is lawful which will help it to fulfil its aims

4 Membership

Membership of the Group shall be open to any person over 18 or any organisation living or located in the _____ area who is interested in helping the Group to achieve its aims, willing to abide by the rules of the Group and willing to pay any subscription agreed by the Management Committee.

(b) Membership shall be available to anyone without regard to gender, race, nationality, disability, sexual preference, religion or belief.

(c) Every individual member and each organisation shall have one vote at General Meetings.

(d) The membership of any member may be terminated for good reason by the Management Committee, but the member has a right to be heard by the Management Committee before a final decision is made.

(e) Each member organisation shall appoint a representative to attend meetings of the Group and notify the Group's Secretary of that person's name.

5 Management

- (a) The Group shall be administered by a Management Committee of the Officers and not more than _____ other members elected at the Group's Annual General Meeting (AGM).
- (b) The Officers of the Management Committee shall be: the Chairperson, the Treasurer and the Secretary. (You may wish to add other officer roles here if you feel it is essential to your group, for instance a group providing youth provision may wish to make an officer position for a youth representative)
- (c) The Management Committee shall meet at least ____ times a year.
- (d) The Chairperson shall Chair all meetings of the Group.
- (e) The quorum for Management Committee meetings shall be ____ members.
- (f) Voting at Management Committee meetings shall be by show of hands. If there is a tied vote then the Chairperson shall have a second vote.
- (g) The Management Committee may by a two-thirds majority vote and for a good and proper reason remove any Committee member, provided that person has the right to be heard before a final decision is made.
- (h) The Management Committee may appoint another member of the Group as a Committee member to fill a vacancy provided the maximum number is not exceeded.

6 Duties of the Officers

(a) The duties of the Chairperson are to:

- chair meetings of the Committee and the Group
- represent the Group at functions/meetings that the Group has been invited to
- act as spokesperson for the Group when necessary

(b) The duties of the Secretary are to:

- *take and keep minutes of meetings*
- prepare the agenda for meetings of the Committee and the Group in consultation with the Chairperson
- maintain the membership list
- deal with correspondence
- collect and circulate any relevant information within the Group

(c) The duties of the Treasurer are to:

- supervise the financial affairs of the Group
- keep proper accounts that show all monies collected and paid out by the Group

7 Finance

- (a) Any money obtained by the Group shall be used only for the Group.
- (b) Any bank accounts opened for the Group shall be in the name of the Group.
- (c) Any cheques issued shall be signed by the Treasurer and one other nominated official.
- (d) All funds must be applied in furtherance of the aims of the group and for no other purposes

8 Annual General Meeting

- (a) The Group shall hold an Annual General Meeting (A.G.M.) in the month of _____.
- (b) All members shall be given at least fourteen days' notice of the A.G.M. and shall be entitled to attend and vote. The quorum for an AGM shall be ____ members.
- (c) All members shall have one vote
- (d) The business of the A.G.M. shall include:
 - (i) receiving a report from the Chairperson on the Group's activities over the year
 - (ii) receiving a report from the Treasurer on the finances of the Group
 - (iii) electing a new Management Committee (all members may stand) and
 - (iv) considering any other matter as may be decided.

9 Special General Meeting

A Special General Meeting may be called by the Management Committee or by any _____ members to discuss an urgent matter. The Secretary shall give all members fourteen days' notice of any Special General Meeting together with notice of the business to be discussed. All members shall be entitled to attend and vote.

10 Alterations to the Constitution

Any changes to this Constitution must be agreed by at least two-thirds of those members present and voting at any General Meeting.

***** Indemnity Clause**

11 Dissolution

The Group may be wound up at any time if agreed by two-thirds of those members present and voting at any General Meeting. In the event of winding up, any assets remaining after all debts have been paid shall be given to another Group with similar aims.

This constitution was adopted at a general meeting of the Group on

_____ **[date]**

Signed by:

Chairperson: _____

Secretary: _____

Treasurer: _____

Other Committee members:

NOTES

*Clause 1 - Insert the name of the organisation. In very broad terms, the name should not be misleading, offensive or likely to be confused with the name of an existing charity, business or other organisation. Check on the charity commission website and at Companies House to see if any similar organisation exists. Try to see if any other unregistered group has the same or similar name through a keywords search on the Internet.

**Clause 2 - Insert the purpose for which the Organisation has been formed.

the purpose itself

the people who can benefit

and, if appropriate

any geographic limits which may be needed to define the area of benefit. This will not always be necessary. If you do include an area of benefit, it is common to define it by reference to a local government area: this has the advantage of clarity and simplicity, but can create problems if the area is subsequently altered or abolished.

*** Optional Indemnity Clause

You may wish to insert an indemnity clause into your constitution. It is permissible to add an indemnity clause to indemnify your Management Committee (Trustees) who have acted in good faith and in accordance with their duties. The indemnity can cover proceedings brought by third parties. However, it would not extend to the legal costs of unsuccessful defence of criminal proceedings, fines imposed in criminal proceedings, penalties imposed by regulatory bodies or situations where they have knowingly or deliberately acted wrongfully.

Trustees may also still be personally liable if the assets of the charity are not sufficient to meet the indemnity.

It is possible for the charity to also take out Trustee Indemnity Insurance (also will cover a Management Committee), whether you have an indemnity clause or not. NOTE: this is an additional insurance to Public Liability Insurance.

An unincorporated association cannot in its own name, enter into contracts, sue or be sued, take on a lease, own property, or employ staff. If a claim is made, it cannot be made against the charity, so it will almost certainly be against the individuals running it.

You may wish to seek specific insurance advice. Do mention if your charity has an indemnity clause to ensure that the insurance company will accept this.

This information is provided to help those forming a new organisation make their own decision, Hunts Forum does not suggest that an indemnity clause is included or not. We cannot and do not offer legal nor financial advice. We recommend that you seek help from the qualified professionals if this is a concern for you.

INDEMNITY Clause

<Insert Name> indemnifies the trustees/management committee, from the funds of the charity, for losses and expenses that may arise from any claim made against them, as a result of the proper exercise of their duties, including consequential losses and costs incurred to rectify any harm done, such as legal fees or other professional costs.

Sample Constitution

CONSTITUTION OF: Our Town Community Group

ADOPTED On:

.....XX/XX/XXXX.....[Day/Month/Year]

1 Name*

The name of the Group is:

Our Town Community Group, hereafter referred to as the Group.

2 Aims**

The aims of the Group are:

- to improve the area known as Our Town for the benefit of the inhabitants of the parish of Our Town;
- to encourage the neighbourliness, engagement and involvement of the wider community;
- to foster community spirit and encourage civic pride.

3 Powers

In order to achieve its aims the Group may:

- a. Raise money
- b. Open bank accounts
- c. Take out insurance
- d. Organise educational and social activities, courses, excursions and events
- e. Work with other groups and exchange information
- f. Do anything that is lawful which will help it to fulfil its aims

4 Membership

Membership of the Group shall be open to any person over 18 or any organisation living or located in the Our Town Parish area who is interested in helping the Group to achieve its aims, willing to abide by the rules of the Group and willing to pay any subscription agreed by the Management Committee.

(b) Membership shall be available to anyone without regard to gender, race, nationality, disability, sexual preference, religion or belief.

(c) Every individual member and each organisation shall have one vote at General Meetings.

(d) The membership of any member may be terminated for good reason by the Management Committee, but the member has a right to be heard by the Management Committee before a final decision is made.

(e) Each member organisation shall appoint a representative to attend meetings of the Group and notify the Group's Secretary of that person's name.

5 Management

(a) The Group shall be administered by a Management Committee of the Officers and not more than Twelve (12) other members elected at the Group's Annual General Meeting (AGM).

(b) The Officers of the Management Committee shall be: the Chairperson, the Treasurer and the Secretary.

(c) The Management Committee shall meet at least four (4) times a year.

(d) The Chairperson shall Chair all meetings of the Group.

(e) The quorum for Management Committee meetings shall be Twenty-five percent (25%) of members.

(f) Voting at Management Committee meetings shall be by show of hands. If there is a tied vote then the Chairperson shall have a second casting vote.

(g) The Management Committee may by a two-thirds majority vote and for a good and proper reason remove any Committee member, provided that person has the right to be heard before a final decision is made.

(h) The Management Committee may appoint another member of the Group as a Committee member to fill a vacancy provided the maximum number is not exceeded.

6 Duties of the Officers

(a) The duties of the Chairperson are to:

- chair meetings of the Committee and the Group
- represent the Group at functions/meetings that the Group has been invited to
- act as spokesperson for the Group when necessary

(b) The duties of the Secretary are to:

- *take and keep minutes of meetings*
- prepare the agenda for meetings of the Committee and the Group in consultation with the Chairperson
- maintain the membership list
- deal with correspondence
- collect and circulate any relevant information within the Group

(c) The duties of the Treasurer are to:

- supervise the financial affairs of the Group
- keep proper accounts that show all monies collected and paid out by the Group

7 Finance

(a) Any money obtained by the Group shall be used only for the Group.

(b) Any bank accounts opened for the Group shall be in the name of the Group.

(c) Any cheques issued shall be signed by the Treasurer and one other nominated official.

(d) All funds must be applied in furtherance of the aims of the group and for no other purposes

8 Annual General Meeting

(a) The Group shall hold an Annual General Meeting (A.G.M.) in the month of May

(b) All members shall be given at least fourteen days' notice of the A.G.M. and shall be entitled to attend and vote. The quorum for an AGM shall be one-third (1/3) members.

(c) All members shall have one vote

(d) The business of the A.G.M. shall include:

(i) receiving a report from the Chairperson on the Group's activities over the year

(ii) receiving a report from the Treasurer on the finances of the Group

(iii) electing a new Management Committee (all members may stand) and

(iv) considering any other matter as may be decided.

9 Special General Meeting

A Special General Meeting may be called by the Management Committee or by any six (6) members to discuss an urgent matter. The Secretary shall give all members fourteen days' notice of any Special General Meeting together with notice of the business to be discussed. All members shall be entitled to attend and vote.

10 Alterations to the Constitution

Any changes to this Constitution must be agreed by at least two-thirds of those members present and voting at any General Meeting.

11 Indemnity Clause

Our Town Community Group indemnifies the management committee, from the funds of the group, for losses and expenses that may arise from any claim made against them, as a result of the proper exercise of their duties, including consequential losses and costs incurred to rectify any harm done, such as legal fees or other professional costs.

12 Dissolution

The Group may be wound up at any time if agreed by two-thirds of those members present and voting at any General Meeting. In the event of winding up, any assets remaining after all debts have been paid shall be given to another Group with similar aims.

This constitution was adopted at a general meeting of the Group on

_____ [date]

Signed by:

Chairperson: _____

Secretary: _____

Treasurer: _____

Other Committee members:
